

MINUTES BOOK

MINUTES / PROCEEDINGS OF 21st ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RAMKY INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 3.00 P.M AT AVASA HOTELS, PLOT NO: 15,24,25 & 26 , SECTOR - 1,SURVEY NO: 64, HUDA TECHNO ENCLAVE, MADHAPUR, HYDERABAD- 500081.

The following directors were present

- | | | |
|-------------------------------|---|---------------------------------|
| 1. Sri A.Ayodhya Rami Reddy | - | Executive Chairman |
| 2. Sri Y.R.Nagaraja | - | Managing Director |
| 3. Dr. A.G.Ravindranath Reddy | - | Chairman of the Audit Committee |

In attendance:

- | | | |
|--------------------------|---|--|
| Sri I.W.Vijaya Kumar | - | Chief financial officer |
| Sri V.Phani Bhushan | - | Company Secretary. |
| Sri Hitendra Kumar | - | Sr.Manager of M/s Chaturvedi & Partner, Statutory Auditors |
| Sri Manoj Kumar Koyalkar | - | Scrutinizer |

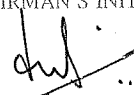
Members present in person	-	59
Members present in proxy	-	1

Sri V.Phani Bhushan, Company Secretary welcomed all the shareholders present in person and by proxy, Chairman, Managing Director, other directors of the company, Statutory Auditors, Scrutiniser 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 invitees present at the Meeting and informed that the Register of Directors Shareholdings, Proxy Register and other documents were available for inspection.
3. Sri A.Ayodhya Rami Reddy briefed the members that due to pre occupation Mr. Krishna Kumar.G and Mr.V.Murahari Reddy expressed their inability to attend the meeting.

CHAIRMAN'S INITIALS



MINUTES BOOK

4. Sri A.Ayodhya Rami Reddy requested the company secretary to read the Notice of the 21st Annual General Meeting of the company together with the explanatory statement and Directors Report, dated August 13, 2015 which was read by the company Secretary.

Sri Ayodhya Rami Reddy requested the company secretary to read the Auditors' Report issued by M/s Chaturvedi & Partners Statutory Auditors to the Members for the financial year 2014-15, dated May 30, 2015 and share holders were informed that the reports were made available with the members for quite some time, there after the Company Secretary read the auditor's report, after some time, the share holders informed that it may be taken as read. The meeting was also informed about the qualifications and emphasis matters in the report.

Chairman addressed the shareholders and gave an overview of the company's performance, growth prospects, debt restructure under taken by the company and the benefits it has got from the JLF restructure, strategies adopted by the company in his speech and invited queries from the shareholders and no queries were raised , the chairman requested the company secretary to inform about the e voting

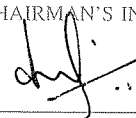
Information about e voting and poll process: The company secretary informed the share holders about the e voting and poll process to the share holders present in the meeting as under :

Pursuant to the provisions of section 108 of the companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the listing agreement, the Company has extended the e-voting facility to the members of the company in respect of the business to be transacted at 21st Annual General Meeting . The e-voting commenced at 9 A.M on 27 September 2015 to 5 P.M on 29 September 2015. Mr. Manoj Kumar Koyalkar, Practicing company secretary was appointed as Scrutinizer by the board to scrutinise e voting and ballot process in fair and transparent manner. The platform for e voting was provided by Karvy Computershare Private Limited (KCPL).

Though not statutorily required but in order to have more participation of the members, company has arranged for ballot papers for casting the vote by share holders on all the resolutions set out in the notice of 21st Annual General Meeting. The share holders were asked to read the instructions printed on the ballot paper before exercising their vote by ballot. Share holders who had casted their votes through e voting are requested not to cast their vote through poll process.

The company secretary has informed the share holders that poll box was kept in the hall for dropping the ballot paper for casting their vote on the resolutions and requested them to drop the duly filled in ballot papers in the boxes.

CHAIRMAN'S INITIALS



MINUTES BOOK

The chairman informed that pursuant to the new provisions of the companies act, 2013, there was no requirement of proposing and seconding and reading of resolutions at the meeting. Considering the option given to the share holders present at the meeting to exercise their vote through ballot, the final result would be determined based on the votes cast both by e voting and ballot papers placed at the meeting. The chairman requested the share holders to drop their ballot forms into the poll boxes in the hall. He also requested Mr. Manoj Kumar Koyalkar , Scrutinizer for poll process, for orderly conduct of the voting in a fair and transparent manner.

The chairman informed that the final results of the voting will be declared to the stock exchanges along with the scrutinizer report and will be posted on the website of the company with in 48 hours. Based on the combined Report submitted by the scrutinizer Mr. Manoj Kumar Koyalkar, the chairman declared the result of the voting. (e-voting and Poll).

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

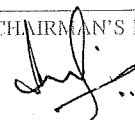
There being no other business to transact, the Chairman declared the Meeting as closed at 4.30 p.m.

Resolutions passed through e voting and poll process :

Results of e-voting and poll on the ordinary and special businesses at the 21st Annual General Meeting of the Company held on Wednesday, September 30, 2015. On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting / poll conducted at the Annual General Meeting, the summary of which is mentioned hereunder, the Company announced the results of voting on all the resolutions for the Ordinary and Special businesses as set out in the Notice of the 21st Annual General Meeting of the Company have been duly passed with requisite majority. The summary of the Scrutinizer's Report is as follows:

Reso. No./ Item No.	Heading of the Resolution	Type of Resoluti on	Valid votes						Invalid Votes	
			Voting in Favour (Assent)			Voted Against (Dissent)				
			No. of Mem bers voti ng (in perso n)	No. of votes casted	% of valid votes	No. of Me mb ers voti ng (in per	No. of vot es cast ed	% of valid votes	Num ber of me mbe rs voti ng (in	No. of votes casted

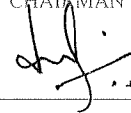
CHAIRMAN'S INITIALS



MINUTES BOOK

						son)			pers on)	
1.	Adoption of Standalone and Consolidated Audited financial statements for the year ended 31 st March, 2015 along with Directors and Auditors Report	Ordinary	18	4379616 8	99.99	2	501	0.01	0	0
2.	Re-appointment of Mr. A. Ayodhya Rami Reddy who retires by rotation	Ordinary	17	4379316 8	99.99	3	350 1	0.01	0	0
3.	Appointment of M/s. Chaturvedi & Partners, Chartered Accountants as Statutory Auditors	Ordinary	18	4379616 8	99.99	2	501	0.01	0	0
4.	Appointment of Mrs. A. Rama Devi as an Independent	Ordinary	17	4379316 8	99.99	3	350 1	0.01	0	0

CHAIRMAN'S INITIALS



MINUTES BOOK

	Director									
5.	Appointment of Mr. Gangadharan Krishna Kumar as Non-Executive Director	Ordinary	17	43793168	99.99	3	3501	0.01	0	0
6.	Fixation of remuneration of the Cost Auditor	Ordinary	18	43796168	99.99	2	501	0.01	0	0

Ordinary Business:

Item No.1 : Adoption & Approval of Accounts for FY 2014-15

The following resolution was passed as an ordinary Resolution

"RESOLVED that the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015 and the Report of the Auditors thereon be and are hereby received, adopted and approved".

Item No.2 : To appoint a director in place of Mr. Ayodhya Rami Reddy(DIN 00251430) who retires by rotation and being eligible offers himself for re-appointment

The following resolution was passed an ordinary Resolution

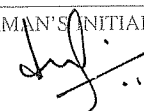
"RESOLVED that Mr. Ayodhya Rami Reddy(DIN 00251430), be and is hereby re-appointed as Director of the company, liable to retire by rotation".

Item No.3 : Appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) as the statutory auditor of the company

The following resolution was passed as an ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s. Chaturvedi & Partners, Chartered

CHAIRMAN'S INITIALS



MINUTES BOOK

Accountants (Firm Registration No. 307068E) be and are hereby appointed as the statutory auditor of the company to hold office from the conclusion of this annual general meeting until the conclusion of the fourth Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof".

SPECIAL BUSINESS:

Item No.4 : To appoint Mrs A.Rama Devi as an Independent Director of the company

The following resolution was passed as an ordinary Resolution

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs A.Rama Devi (DIN 07120218), Director of the Company in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

Item No.5 : To appoint Mr. Gangadharan Krishna Kumar as Non Executive Director of the company

The following resolution was passed as an ordinary Resolution

"RESOLVED THAT Mr. Gangadharan Krishna Kumar (DIN: 00090715) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 13 November 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, be and are hereby authorised severally to settle any question, difficulty or doubt, that may arise in giving effect

CHAIRMAN'S INITIALS



MINUTES BOOK

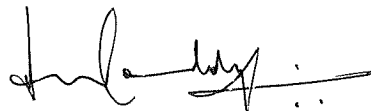
to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Item No.6 : To fix remuneration of the cost auditor

The following resolution was passed as an ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. R.Sreenivas Rao, Cost Accountant (Membership No. 6329) 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 2015-16, amounting to Rs. 1,00,000/- (Rupees One lakh only) as also the payment of service tax as applicable and re-imbursement 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.”

Place : Hyderabad
Date : 30/09/2015.


(A.Ayodhya Rami Reddy)
Chairman

CHAIRMAN'S INITIALS