

MINUTES BOOK

MINUTES / PROCEEDINGS OF 20th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RAMKY INFRASTRUCTURE LIMITED HELD ON TUESDAY, 30TH SEPTEMBER, 2014 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 |
| 4. Dr.Archana Niranjana Hingorani | - | Non Executive Director |

In attendance:

- | | | |
|--------------------------|---|--|
| Sri I.W.Vijaya Kumar | - | Chief financial officer |
| Sri V.Phani Bhushan | - | Company Secretary. |
| Sri S.V.R.Visweswara Rao | - | Partner of M/s Visweswara Rao & Associates, Joint Statutory Auditors |
| Sri. Hemanth Maheswari | - | Director of B S R & Co.,LLP Joint Statutory Auditors |

Members present in person	-	74
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 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 requested the company secretary to read the Notice of the 20th Annual General Meeting of the company together with the explanatory

CHAIRMAN'S INITIALS



MINUTES BOOK

statement and Directors Report, dated August 14, 2014 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.LLP, Joint Statutory Auditors to the Members for the financial year 2013-14, dated June 20, 2014, which was presented and share holders were informed that the reports were made available with the members for quite some time and with the permission of the members it was taken as read.

Chairman addressed the shareholders and gave an overview of the company's performance, growth prospects, strategies adopted by the company in his speech and invited queries from the shareholders and after they were answered, 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, the Company has extended the e-voting facility to the members of the company in respect of the business to be transacted at 20th Annual General Meeting . The e-voting commenced at 9 A.M on 24 September 2014 to 6 P.M. on 26 September 2014. CS Bindhu Kilari, Practicing company secretary was appointed as Scrutinizer by the board to scrutinise e voting 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 20th 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 2 poll boxes were 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.

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. He further informed that as per the scrutinizer report on e voting, all the resolutions set out in the 20th AGM notice have been approved by the requisite majority. Considering the option given to the share holders present at the meeting , the final result would be determined based on the votes cast, if any through ballot papers placed and

CHAIRMAN'S INITIALS



MINUTES BOOK

circulated to the members present at the meeting. The chairman requested the share holders to drop their ballot forms into the poll boxes in the hall. He also requested CS Bindhu Kilari, 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 and the same along with the scrutinizer report will be posted on the website of the company.

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.

Resolutions passed through e voting and poll process : on the basis of scrutinizer report on the electronic voting and poll for the for the 20th AGM dated 30 September 2014, all the resolutions set out in the notice of the meeting were duly passed with requisite majority.

Ordinary Business:

Item No.1 : Adoption & Approval of Accounts for FY 2013-14

The following resolution was passed as an ordinary Resolution

"RESOLVED that the audited balance sheet of the company as at March 31, 2014, 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".

Item No.2 : Re-appointment of Dr. Archana Niranjana Hingorani as Director of the company

The following resolution was passed an ordinary Resolution

"RESOLVED that Dr. Archana Niranjana Hingorani (DIN 00028037), be and is hereby re-appointed as Director of the company, liable to retire by rotation".

Item No.3 : Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No 001076N/N500013) as the statutory auditor of the company

The following resolution was passed as an ordinary Resolution

"RESOLVED THAT M/s. Walker Chandiok & Co LLP, Chartered Accountants (Registration No 001076N/N500013) be and are hereby appointed as the statutory auditor of the company in place of retiring auditors M/s B S R & Co. LLP and M/s Visweswara Rao & Associates,

CHAIRMAN'S INITIALS



MINUTES BOOK

Chartered Accountants to hold office from the conclusion of this annual general meeting until the conclusion of the sixth 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 Dr A. G. Ravindranath Reddy as 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), Dr. A.G.Ravindranath Reddy (DIN 01729114), 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 his 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 up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors 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. Rajasekhara Reddy as 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), *Mr. Rajasekhara Reddy* (DIN 02339668), 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 his 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 up to 31st March, 2019.

CHAIRMAN'S INITIALS



MINUTES BOOK

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors 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.6 : To appoint Mr. V.Harish Kumar as 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), *Mr. V.Harish Kumar* (DIN 00887484), 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 his 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 up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors 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 . 7 : To appoint Mr. V.Murahari Reddy as 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), *Mr. V. Murahari Reddy* (DIN 01865148), 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 his 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 up to 31st March, 2019.

RESOLVED FURTHER THAT Mr.Y.R.Nagaraja, Managing Director, Board of Directors 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”.

CHAIRMAN'S INITIALS



MINUTES BOOK

Item No 8 : To create charge/security on the movable / immovable assets of the company pursuant to section 180 (1) (a) of the Companies Act, 2013

The following resolution was passed as a Special Resolution

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members through postal ballot on 28th April, 2012 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made there under, consent of the Shareholders be and is hereby accorded for Mortgaging and/or charging by the Board of Directors (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) of the Company of all the immovable and movable properties of the Company, where so ever situated, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company to or in favour of any public or private financial institution(s), mutual funds, banks, bodies corporate or any other person whomsoever participating in extending financial assistance, to secure any term loans working capital facilities, or any other type of financial assistance up to ₹ 7500.00 Crores (Rupees Seven Thousand Five Hundred Crores only) lent and advanced/agreed to be lent and advanced by them, together with interest, compound interest, additional interest, liquidated damages, premia on pre-payment, costs, charges, expenses or monies payable by the Company to them under loan agreements/letter of sanction.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank *pari passu* with the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the concerned parties.

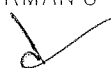
RESOLVED FURTHER THAT the Board/Committee thereof be and is hereby authorized to finalise and execute any agreements and documents, necessary for creating mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board to be in the best interests of the Company".

Item No. 9 : To limit the borrowings up to ₹ 7500 Crores under Section 180(1)(c) of the Companies Act, 2013

The following resolution was passed as a Special Resolution

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the members through postal ballot on 28th April, 2012 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under

CHAIRMAN'S INITIALS



MINUTES BOOK

(including any statutory modifications or amendments thereof), consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow from time to time, as it may think fit, any sum or sums of money, from one or more banks/ financial institutions or from any bodies corporate, firms or persons in India or abroad, up to ₹ 7,500.00 Crores (Rupees Seven Thousand Five Hundred Crores only) on such security and on such terms and conditions as the Board may think fit, notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate, for the time being, of the total paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

RESOLVED FURTHER THAT the Board be and is hereby further authorized to create mortgage and / or Charge on such properties of the Company as it may think fit and for that purpose execute such documents and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this resolution."

Item No 10 : To appoint Mr.A.Ayodhya Rami Reddy as Director of the company.

The following resolution was passed as an ordinary Resolution

"RESOLVED THAT Mr.A.Ayodhya Rami Reddy (DIN:00251430), who was appointed as an Additional Director of the Company with effect from 20 June 2014 and who in terms of Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

Item No 11 : To appoint Mr.A.Ayodhya Rami Reddy as Executive Chairman of the Company

The following resolution was passed as a *Special Resolution*

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, 310, 316, Schedule XIII and any other applicable provisions of the Companies Act, 1956) and based on the recommendations of the Nomination and Remuneration Committee and the

CHAIRMAN'S INITIALS

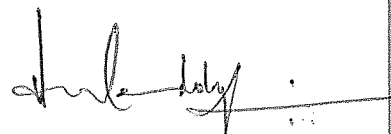


MINUTES BOOK

Board of Directors, consent of the shareholders be and is hereby accorded to the company for the appointment of Mr. A.Ayodhya Rami Reddy (DIN:00251430), as "Executive Chairman" of the company for a period of 3 (Three) years effective from 20th June, 2014, without remuneration.

Place : Hyderabad

Date : 15/10/2014


(A.Ayodhya Rami Reddy)
Chairman

CHAIRMAN'S INITIALS