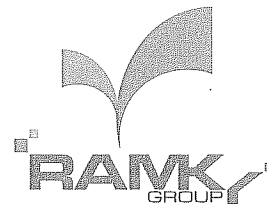


Hyderabad,
29th May, 2017



To

1. Securities & Exchange Board of India

SEBI Bhavan, Plot No. C4-A,
"G" Block, Bandra Kurla Complex,
Bandra(E), Mumbai - 400051.

2. The Bombay Stock Exchange Limited

Department of Corporate Services
1st Floor, New Trading Ring
Rotunda Building PJ towers,
Dalal Street , Fort, Mumbai 400 001

3. National Stock Exchange India Limited

Exchange Plaza, Plot no. ,C/1, G Block,
Bandra- Kurla Complex,
Bandra (E), Mumbai-400051

Ramky Infrastructure Ltd.

Ramky Grandiose, 15th Floor
Sy.No. 136/2 & 4, Gachibowli
Hyderabad - 500 032
T: +91 40 2301 5000
F: +91 40 2301 5100
E: info@ramky.com
www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356

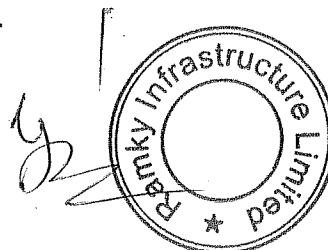
Dear Sir/Ma'am,

Sub: Request for additional time for submission of the audited financial results for the year ended 31st March, 2017

With reference to subject cited, pursuant to clause 6 of SEBI Circular No. CIR/CFD/CMD/12/2015 dated 30th November, 2015, and Regulation 102 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we Ramky Infrastructure Limited (RIL), do and hereby seek relaxation of time limit for submission of audited financial statements for the year ended 31st March, 2017. As per regulation 33(3)(d) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR Regulations") issued by the Securities & Exchange Board of India (SEBI), company is required to submit audited financial statements for the financial year 2016-17 ("financial results"), within sixty days from the end of financial year i.e, 31st May, 2017.

However, it is submitted that RIL is being hindered from complying with this requirement due to reasons discussed herein below:

1. It is brought to the notice of the Board, that M/s. Chaturvedi & Partners, Chartered Accountants, Delhi, the Statutory Auditors of the Company had resigned from the office of Statutory Auditors w.e.f 26/05/2017. Hence the financial statements of the company could not be audited within the time lines.
2. This casual vacancy caused in the office of Statutory Auditor of the company, coupled with consolidation of accounts of the company with its eighteen (18) subsidiaries, for the first time as per IND AS has led to hardship and difficulty to submit the financial statements within sixty days of end of the year in accordance with regulation 33 of LODR Regulations.



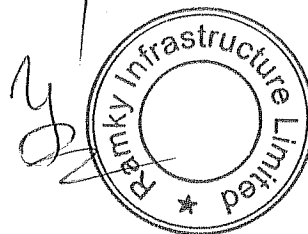
3. Board of Directors of the Company, had through circular resolution dated 26th May, 2017 had on 29th May, 2017, recommended to its members, resolution for appointment of M/s. M.V. Narayana Reddy, (FRN. No: 002370S) New Statutory Auditors, in place of existing Statutory Auditors, M/s. Chaturvedi & Partners.
4. Pursuant to section 139 of Companies Act, 2013, any casual vacancy arising in the office of Statutory Auditor's to be filled up by the Board of Director's within 30 days of arising of such vacancy. Further, where the vacancy caused is due to resignation of Statutory Auditor's, the same shall also be approved by the members of the company within 90 days of recommendation by the Board.
5. M/s. M.V Narayana Reddy, Chartered Accountant have signified their willingness to act as Statutory Auditors of the Company and to carry out audit for financial year 2016-17 and to hold the office as Statutory Auditors of the Company until the ensuing Annual General Meeting of the Company .(consent letter obtained from M/s. M.V. Narayana Reddy to act as Statutory Auditors of the Company)
6. In Compliance with provisions of Companies Act, 2013, as stated *Supra*, Board of Directors of the company has recommended the appointment of new Statutory Auditor's and have approved to obtain members approval, for appointment of Statutory Auditor's , in place of existing Statutory Auditors through postal ballot .

Due to uncertainties resulting from the points discussed above, RIL is unable to comply with requirements of finalizing the annual financial statements and filing the financial results within sixty days from the end of financial year.

It is to be noted that Regulation 102 of the LODR Regulations, empowers SEBI to relax the strict enforcement of the LODR Regulations:

The Board may in the interest of investors and securities market and for the development of the securities market, relax the strict enforcement of any requirement of these regulations, if the Board is satisfied that:

- (a) any provision of Act(s), Rule(s), regulation(s) under which the listed entity is established or is governed by, is required to be given precedence to; or
 - (b) the requirement may cause undue hardship to investors; or
 - (c) the disclosure requirement is not relevant for a particular industry or class of listed entities; or
 - (d) the requirement is technical in nature; or
 - (e) thenon-compliance is caused due to factors affecting a class of entities but being beyond the control of the entities.
7. Due to resignation of existing Statutory Auditors M/s. Chaturvedi & Partners casual vacancy has arisen in the office of statutory Auditors of the Company and hence the financial statements for the year ended 2017 could not be audited and cannot be approved by the Board of Directors of the Company, in compliance with provisions of Regulation 33 of SEBI (LODR) Regulations, 2016.



8. As mentioned above, the resignation of existing Statutory Auditors of the Company, had led the company into a hardship and difficulty to get its accounts audited and place a true and fair view on accounts of the company. Further, company is taking appropriate steps to ensure completion of audit of accounts at earliest by appointing M/s. M.V. Narayana Reddy, (FRN. No: 002370S) New Statutory Auditors, in place of existing Statutory Auditors, M/s. Chaturvedi & Partners. It is also brought to the notice of the Board that, New Statutory Auditor's appointment shall be approved by the members of the Company by 02nd July, 2017 through postal ballot, in accordance with requirements of Companies Act, 2013.
9. Therefore, in view of the extraordinary circumstances, that are technical in nature and beyond the control of the company, we request you to kindly grant us extension of time upto 30th July, 2017, in order to allow us to appropriately and in accordance with provisions of LODR Regulations, 2015 and Companies Act, 2013 and any other law in force, finalize and get the accounts of the company audited by the New Statutory Auditors and to submit the approved financial statements in accordance with regulation 33 of LODR Regulations.

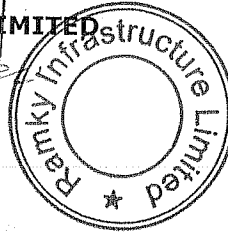
Please take note of above and grant us extension of time upto 30th July, 2017, for submission of financial statements in accordance with Regulation 33 of LODR Regulations. We also request SEBI, not to levy/impose any penalty on the company.

We shall be glad to provide any further information/clarification in this regard.

Thanking You

For **RAMKY INFRASTRUCTURE LIMITED**


Y.R. NAGARAJA
MANAGING DIRECTOR
DIN: 00009810



Enclosures : (i) Resignation letter by Existing Statutory Auditor's
(ii) Consent letter from New Statutory Auditor's

CHATURVEDI & PARTNERS

Chartered Accountants

212A, Chiranjiv Tower, 43 Nehru Place, New Delhi-110019
Phone : 011-46654665 Fax : 011-46654655
Email : delhi@chaturvedica.com

May 26, 2017

To
The Board of Directors
Ramky Infrastructure Limited
Ramky Grandiose, 15th Floor
Sy No. 136/2& 4, Gachibowli
Hyderabad 500032

Subject: Resignation from the office of Statutory Auditors of Ramky Infrastructure Limited ("the Company")

Dear Sirs,

We were engaged to perform Statutory Audit of the Company's financial statements comprising the Balance Sheet as at March 31, 2017 the Statement of Profit and Loss for the financial year ended March 31, 2017 and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

We have to inform you that due to logistics/administrative issues and increase in our cost estimates vis-à-vis audit fee, we are unable to continue as Statutory Auditors of your Company and are hereby submitting our resignation as statutory auditors of the Company with immediate effect.

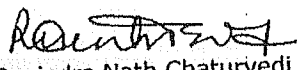
We are grateful for the co-operation and courtesies extended to us during our visits.

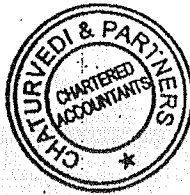
Please acknowledge receipt of this letter.

Thanking you.

Yours faithfully,

For CHATURVEDI & PARTNERS (FRN 307068E)
Chartered Accountants


Ravindra Nath Chaturvedi
Partner





M.V.NARAYANA REDDY & CO.,
CHARTERED ACCOUNTANTS

☎ : 040-2374 3975
040-2374 4448
Fax : 040-2375 2262

To
The Board of Directors
M/s. Ramky Infrastructure Limited
Ramky Grandiose,
15th Floor, Sy No 136/2 & 4,
Gachibowli, Hyderabad - 500 032, Telangana

Dear Sir,

Sub: Consent to the proposed appointment as Auditors of your Company pursuant to Section 139 of Companies Act, 2013 and rules made there under and Certificate of Eligibility – Reg.

We are in receipt of your communication inquiring as to our consent and eligibility for being appointed as statutory auditors of your company, M/s. Ramky Infrastructure Limited, Hyderabad from the conclusion of Extra Ordinary General Meeting till the conclusion of the ensuing Annual General Meeting of the Company to be held in 2017. We give our consent for being appointed as statutory auditors of the Company subject to Shareholders' approval.

We, M/s. M V Narayana Reddy & Co., Chartered Accountants, (Firm Reg. No. 0023705) hereby give our consent to be appointed as Auditor of your company U/s 139 of the Companies Act, 2013 and further certify that:

- a) the firm is eligible for appointment and is not disqualified for appointment under the Companies Act, 2013 (the Act), the Chartered Accountants Act, 1949 and the rules or regulations made there under;
- b) the proposed appointment is as per the term provided under the Act;
- c) the proposed appointment is within the limits laid down by or under the authority of the Act;
- d) there are no proceedings pending with respect to professional matters of conduct, against the firm or any partner of the firm; and
- e) we hereby declare that the appointment, if made shall be in accordance with the conditions as prescribed under Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and as provided in section 141 of Companies Act 2013.





M.V.NARAYANA REDDY & CO.,
CHARTERED ACCOUNTANTS

☎ : 040-2374 3975
040-2374 4448
Fax : 040-2375 2262

We further wish to state that the above consent is subject to receipt of no objection certificate from the existing statutory auditors.

We look forward the professional relationship with the company.

Thanking You,

Yours Faithfully

For M V Narayana Reddy & Co.,
Chartered Accountants
Firm Regn. No. 0023708



M V Narayana Reddy
Partner
M No. 028046

Place: Hyderabad
Date: 26.05.2017