

Notice of Nineteenth Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting of the members of M/s. Ramky Infrastructure Limited will be held on **Wednesday, the 14th day of August, 2013 at K.L.N. Prasad Auditorium, 3rd Floor, Federation House, FAPCCI Marg, 11-6-841, Red Hills, Hyderabad - 500 004 at 03.00 p.m** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss account for the year ended March 31, 2013 and the Balance Sheet as at that date together with the reports of the Board of Directors and auditors there on.
2. To appoint a director in place of Mr. Rajiv Maliwal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Kamlesh Shivji Vikamsey, who retires by rotation and being eligible offers himself for re-appointment.
4. *To appoint the Joint statutory auditors and for this purpose to consider and if thought fit to pass with or without modification, the following resolution 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."

5. *To appoint Joint statutory auditors and for this purpose to consider and if thought fit to pass with or without modification, the following Resolution 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 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."

SPECIAL BUSINESS:

6. *To appoint Mr. Rajasekhara Reddy as Director of the company and for this purpose to consider and if thought fit to pass with or without modification the following resolution 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".

7. *To Re-appoint and renew the remuneration of Mr. A. Ayodhya Rami Reddy, Executive Chairman of the company and for this purpose to consider and, if thought fit to pass, with or without modifications the following resolution 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 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 ₹ 1.50 crores per annum towards salary, dearness allowances, 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".

//By Order of the Board//
for Ramky Infrastructure Limited

Hyderabad
May 27, 2013

Y.R. Nagaraja
Managing Director

Notes:

1. An Explanatory Statement under Section 173(2) of the Companies Act, 1956 in respect of items 6 to 7 of the Notice is attached. The statement of the particulars of Directors seeking Appointment/Re-appointment as required under clause 49 of the Listing Agreement is enclosed as Annexure A.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** Proxies, in order to be valid and effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from August 10, 2013 to August 14, 2013 (both days inclusive).
4. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the AGM venue.
5. Members who hold shares in dematerialised form are requested to bring their depository account Number (Client Id and DPID No) for easier identification and recording of the attendance at the meeting.
6. Members/Proxies are requested to bring their copies of Annual Report to the meeting. As an austerity measure, copies of annual report will not be distributed at the meeting.
7. Members desirous of seeking any information on the accounts or operations of the Company are requested to write to the company at least 10 days prior to the meeting so that the required information can be made available at the meeting.
8. Members holding shares in physical form can avail of the nomination facility by filing the Form 2B (in duplicate) as prescribed under the Companies Act, 1956 with the Registrar & Share Transfer Agent and in case of shares held in demat form, the nomination has to be lodged with their respective Depository Participants (DPs).
9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s Karvy Computershare Private Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian share holders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
10. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
11. The equity shares of the Company have been notified for compulsory trading in demat form. The company has signed a tripartite agreement with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and M/s. Karvy Computershare Private Limited to facilitate dematerialisation of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialised form.
12. All Documents referred to in the accompanying notice and the Explanatory Statement is open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
13. The Register of director share holding shall be open for inspection during the period beginning 14 days before the Annual General Meeting and ending 3 days after its conclusion.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants. Members who hold shares in physical form are requested to fill and send the required details in the Green Initiative form available in the Annual Report and Members can also download the form Company's website: www.ramkyinfrastructure.com and forward to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited at Plot no. 17-24, Vithalrao Nagar, Madhapur, Hyderabad 500 081, Andhra Pradesh, India.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956:

Item No. 6:

The Board of Directors have appointed Mr. Rajasekhara Reddy as an Additional Director of the Company w.e.f November 08, 2012. As per the provisions of Section 260 of the Companies Act, 1956 read with Article 36 of the Articles of Association of the company Mr. Rajasekhara Reddy holds office up to the date of this Annual General Meeting and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Rajasekhara Reddy as a director of the company along with a deposit of ₹ 500 which will be refunded to the member, if Mr. Rajasekhara Reddy is elected as a Director.

Mr. Rajasekhara Reddy has done his Masters in Agriculture, CA-IIB and has over 35 years experience in the Banking Sector with 28 years in frontline assignments. He has varied exposure in Rural and Small & Medium Enterprises lending, NRI Business, Foreign Exchange and Cross Country Products. He served as Chief Executive for Bank of India and as Executive Director for Union Bank of India. He was also the Chairman and Managing Director of Andhra Bank from August 2008 to August 2010. He has to the Credit of achieving Best Bank Awards under various Categories for Andhra Bank.

Keeping in view the experience and expertise of Mr. Rajasekhara Reddy, the Board considers it desirable to get benefitted from his valuable experience and advice. Accordingly commends the resolution for approval of the Members. None of the Directors of the Company is concerned or interested in the resolution.

In compliance of Clause 49 of the Listing Agreement, the particulars of Mr. Rajasekhara Reddy seeking appointment are provided at Annexure A.

Item No. 7:

The Board of Directors of the Company at their meeting held on February 14, 2013 and subject to the approval of the members have re-appointed Mr. A. Ayodhya Rami Reddy as Executive Chairman for a period of 3 Years from April 01, 2013 to March 31, 2016 on the existing terms of remuneration.

Your company has achieved significant growth across all the sectors and an all-round development of the company under the leadership of Mr. A. Ayodhya Rami Reddy, Executive Chairman. It was felt appropriate to renew the current remuneration of Mr. A. Ayodhya Rami Reddy, Executive Chairman to commensurate with the operations of the Company. The remuneration Committee of the Board at its meeting held on February 14, 2013 has reviewed and

recommended an overall remuneration by way of Salary, Dearness Allowance, Perquisites, Commission and other allowances up to a maximum amount equivalent to 5% of the net profits of the Company for the remaining period of his tenure i.e. up to March 31, 2016.

It also recommended

- subject to a limit of ₹ 1.50 crore per annum towards Salary, Dearness Allowance, Perquisites, and other allowances and up to 1% net profit as commission for the Financial Year 2013-14 and the same shall be reviewed and revised by the Board of Directors or any committee of the Board subject to the overall limit of 5% of the Net Profits of the Company and shall continue until changed for remaining period of his tenure;
- in the event of the 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 relevant year and such remuneration shall be paid monthly or quarterly or half yearly or otherwise as may be agreed to between Mr. A. Ayodhya Rami Reddy, Executive Chairman and the Board of Directors or any committee of the Board.

The Remuneration Committee has proposed the renewal of remuneration as mentioned above for the approval of the members in accordance with the provisions of Sections 198, 269, 309 & 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956.

This may be treated as an abstract of the terms and conditions of the Re-appointment, revision/renewal of remuneration to Mr. A. Ayodhya Rami Reddy, Executive Chairman in terms of Section 302 of the Companies Act, 1956.

In compliance of Clause 49 of the Listing Agreement, the particulars of Mr. A. Ayodhya Rami Reddy, Executive Chairman seeking re-appointment are provided at Annexure A. None of the directors is interested in the above Resolution except Mr. A. Ayodhya Rami Reddy. Your Directors commend the resolution for your approval.

//By Order of the Board//
for Ramky Infrastructure Limited

Hyderabad
May 27, 2013

Y.R. Nagaraja
Managing Director

Annexure A

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. Rajiv Maliwal	Mr. Kamlesh Shivji Vikamsey	Mr. Rajasekhara Reddy	Mr. A. Ayodhya Rami Reddy
Date of Birth	26.11.1960	06.12.1960	15.08.1950	01.08.1963
Date of Appointment	22.12.2006	16.03.2007	08.11.2012	13.04.1994
Expertise in specific functional areas	29 years of experience in managing large businesses in the financial services industry. Prior to founding Sabre Partners, a private equity firm, in 2002, Mr. Maliwal was running businesses for Standard Chartered bank, JP Morgan, Goldman Sachs and Citibank in Asia and India. He is an accomplished banker and a private equity investor for the past 29 years. He has spearheaded some very innovative investments in recapitalisation and restructuring of trouble banks as also investing in infrastructure and healthcare industries.	He has served on various expert committees set up by the Finance Ministry, the Reserve Bank of India and the Securities and Exchange Board of India and has also served on the Steering Committee of the United Nations. Previously, he was the President of the Institute of Chartered Accountants of India, New Delhi, a part time member of the Insurance Regulatory and Development Authority of India and President of the Confederation of Asian and Pacific Accountants, Hong Kong. He has served as a member of various advisory and expert committees at national and international levels, including as a Member of the Steering Committee for Comprehensive Review of Governance and Oversight within the United Nations and as a Member of the Secondary Market Advisory Committee of the SEBI.	He has 35 years experience in the Banking Sector with over 28 years in frontline assignments. He has varied exposure in Rural, Small & Medium Enterprises lending, NRI Business, Foreign Exchange and Cross Country. Prior to joining Ramky he served as Chief Executive for Bank of India, Executive Director for Union Bank of India and was also the Chairman and Managing Director of Andhra Bank. He has to his credit of achieving Best Bank Awards under various Categories for Andhra Bank and is also associated with various committees of Reserve Bank of India and the Management Committees of Indian Banks Association.	He has 30 years of experience in Civil, Industrial and Environmental Infrastructure and waste management. He worked for various projects, notably with Gannon Dunkerly & Co, Reliance Industries Limited from 1984 to 1988. He has worked for various projects on a Turnkey EPC basis until 1995.
Qualification	Degree in Mechanical Engineering (Honours) from Birla Institute of Technology and Science, Pilani and a Masters Degree in Business Administration from IIM, Bangalore.	Chartered Accountant	Post Graduate degree in Agricultural Sciences and has done his CA-IIB	Bachelor's Degree in Civil Engineering from Karnataka University and a Masters Degree in Civil Engineering from Osmania University.

(Contd.)

Annexure A (Contd.)

Name of Director	Mr. Rajiv Maliwal	Mr. Kamlesh Shrivij Vikamsey	Mr. Rajasekhara Reddy	Mr. A. Ayodhya Rami Reddy
List of other companies in which directorship is held as on March 31, 2013*	1. ECI Engineering & Construction Company Limited. 2. Man Infraconstruction Limited. 3. Praj Industries Limited 4. Indian Institute of Management Bangalore	1. Navneet Publications (India) Ltd 2. Aditya Birla Retail Limited 3. Fabmall (India) Private Limited 4. H.A.S Two holdings Private Limited 5. Trinethra Superretail Private Ltd 6. Terraforma Agroprocessing (India) Private Ltd 7. Neptune Developers Limited 8. Man Infraconstruction Limited 9. Thibhovanadas Bhimzi Zaveri Limited 10. Neptune Ventures and Developers Limited 11. Electrotherm Renewables Private Limited 12. Apcotex Industries Limited 13. Deposit Insurance and Credit Guarantee Corporation	1. Transstroy (India) Limited 2. Transstroy Road Projects Limited 3. Lanco Kondapalli Power Limited 4. IL & FS Infra Asset Management Limited 5. Centrum Capital Limited	1. Ramky Enviro Engineers Limited
Chairman/member of the committees of the Board of the other companies in which he/she is a director as on March 31, 2013*	Man Infraconstruction Limited - Remuneration Committee - Member Praj Industries - Remuneration Committee - Member	1. Navneet Publications (India) Ltd - Audit Committee - Chairman, Remuneration Committee-Member 2. Aditya Birla Retail Limited - Audit Committee - Member, Remuneration Committee-Member, ESOP Compensation Committee- Member. 3. Trinethra Superretail Private Ltd - Audit Committee - Member, Remuneration Committee-Member 4. Neptune Developers Limited - Audit Committee - Chairman, Remuneration Committee- Chairman, Share holders Grievance Committee- Member 5. Man Infraconstruction Limited - Audit Committee - Member 6. Thibhovanadas Bhimzi Zaveri Limited- Audit Committee - Chairman, Remuneration Committee-member. 7. Deposit Insurance and Credit Guarantee Corporation - Audit Committee - Chairman 8. Apcotex Industries Ltd- Audit Committee - Member	1. Lanco Kondapalli Power Ltd - Audit Committee - Member 2. India Factoring & Fin. Solutions Pvt. Ltd. - Audit Committee - Chairman	Ramky Enviro Engineers Limited - Board Committee - Member
Equity shares held in the Company	Nil	Nil	3000	34556122
Relationship between Directors <i>inter-se</i>	Nil	Nil	Nil	Nil

*(excludes private and foreign companies)