



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

Place: Hyderabad,

Date: 31.08.2018

To

Deputy Manager – Listing Compliance

National Stock Exchange of India Limited (NSE)

Exchange Plaza, Bandra Kurla Complex,

Bandra East, Mumbai – 400051

Dear Sir,

Sub: Reply to the clarification sought on Outcome of Board Meeting held on 13.08.2018.

With reference to subject cited, we herewith submit the clarification with respect to the following points raised by your office:

1. Brief profile (in case of appointment);
2. Date of appointment/cessation (as applicable) & term of appointment;
3. Reason for change viz. appointment, resignation, removal, death or otherwise

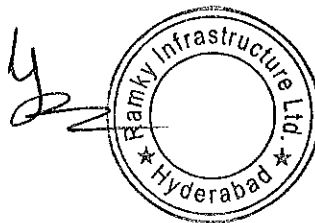
As required, please take note that the following appointments and resignation had taken place at the board meeting dated 13.08.2018.

1. Appointment of M/s. M V Narayana Reddy & Co, Chartered Accountants as Statutory Auditors of the company (copy of Brief profile enclosed).
2. Appointment of Dr. A.G. Ravindranath Reddy as Non-Executive Director and Non-Independent Director.

It is to be noted that Dr. A.G. Ravindranath Reddy was appointed as an Independent Director of the Company, however, he gave his resignation as an Independent Director, However, up on request of the Board of Directors, he accepted to continue as a Non-Executive and Non-Independent Director instead of an Independent Director.(Brief Profile of Dr. A.G.Ravindranath Reddy enclosed).

3. Resignation of Mr. G. Krishna Kumar as a Non-Executive Director of the company with effect from 13.08.2018.

Mr. G. Krishna Kumar, Non-Executive Director of the company, has tendered his resignation to the company stating other obligations and the same was taken note and accepted the same by the Board of Directors at their meeting held on 13.08.2018



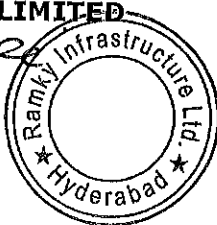
S.No	Particulars	Date of Appointment	Date of cessation
1.	Dr. AG. Ravindranath Reddy Change in designation	29/05/2012	13.08.2018 change in designation from Independent director to a Non-Executive Director
2.	Mr. G. Krishna Kumar Resignation	13/11/2014	13.08.2018
3.	Dr. AG. Ravindranath Reddy Change in designation	13.08.2018 as Non Executive Director	Not applicable

Please take the above on record.

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

For **RAMKY INFRASTRUCTURE LIMITED**

Y.R.NAGARAJA
MANAGING DIRECTOR
DIN: 00009810



Encl: as above

PROFILE DR. A.G. RAVINDRANATH REDDY

Dr. A.G. Ravindranath Reddy B.Com, M.Com, LLB, FCS holds a graduate degree from Sri Venkateswara University and Sri Krishnadevaraya University, and a doctorate for his thesis on "Role of Shareholders in Corporate Governance".

He is a practising Company Secretary and a corporate consultant, and a Fellow Member of the Institute of Company Secretaries of India.

At the helm of affairs is Dr A.G. Ravindranath Reddy, has total experience of 30 years, presently Corporate Lawyer for past 9 years and was a company secretary in practice since 15 years and also has wide and rich experience for 6 years in various industries.

**M V NARAYANA REDDY & Co.,
CHARTERED ACCOUNTANTS**

- 1.0 NAME & ADDRESS OF THE FIRM: M V NARAYANA REDDY & Co.,**
CHARTERED ACCOUNTANTS
D. No.: 8-3-941, Flat No. 504
Vijayasree Apartments, Ameerpet
HYDERABAD - 500 073
Phones: 040 - 2374 3975 / 040 - 2374 4448
E-Mail: reddymv_ca@yahoo.com
- 1.1 DATE OF ESTABLISHMENT OF THE FIRM:**
AUGUST 1988; accordingly, the Firm has an experience of around 30 years in varied fields, which are detailed hereunder.
- 1.2 LIST OF PARTNERS AND EMPLOYEES WITH QUALIFICATIONS AND EXPERIENCE:**
- 1.2.1 CA. M V NARAYANA REDDY, B.Com, F.C.A**
M V Narayana Reddy is a qualified Commerce Graduate and Fellow Member of Institute of Chartered Accountants of India. He is instrumental in setting up of the firm M V NARAYANA REDDY & Co., Chartered Accountants and has around 30 Years experience as Chartered Accountant. Under his stewardship, the firm has grown from strength to strength and has established itself as one of the leading firms and Chartered Accountants with Clientele base of Private & Public Limited Companies, Government related Audits like Projects implemented by SERP, APSWREIS, Forest Department, Non-profit Organisations like Educational Institutions, Trusts and Public Sector Bank Audits. He is instrumental in making the firm as one stop point for all services like Finance, Accounting, Audit, Internal Control Systems, Secretarial and Legal solutions to the clients. He has advised corporates on Mergers & Acquisitions and has been successful in sealing the deals. He has immense expertise in Taxation of Corporates including International Taxation.
- 1.2.2 CA. YSUBBA RAMI REDDYY, M Com, FCA**
Y Subba Rami Reddy is a Post Graduate in Commerce and a Fellow Member of The Institute of Chartered Accountants of India with over 11 years experience in the fields of Corporate Audits and Statutory Audit of Branches of Banks, Stock and Receivable Audits apart from Taxation and other related matters. He also conducted Government related audits like SERP implemented Projects, APSWRIES and Forest Department's Vana Samrakshna Samithis. He conducted statutory Audits of PSU s and Branches of PSUs.
- 1.2.3 CA. C BALA VENKATA SUBBA REDDY, B Com, ACA**
C Bala Venkata Subbba Reddy is an Associate Member of The Institute of Chartered Accountants of India with over 6 years experience in the fields of Corporate Audits and Statutory Audit of Branches of Banks, Stock and Receivable Audits apart from Taxation and other related matters.
- 1.2.4 CA. M LAKSHMI BHAVANA, ACA**
M Lakshmi Bhavana is an Associate Member of The Institute of Chartered Accountants of India with over 7 years experience in the fields of Corporate Statutory Audits, Internal Audits and Statutory Audit of Branches of Banks apart from Taxation and other related matters.
- 2.0 OTHER KEY PERSONNEL IN THE AUDIT TEAM TOGETHER**
- 2.1 A Sathikonda, (Office Manager)**
He has over 42 years of experience in various facets of audits of all kinds, accounting and taxation matters of entities of all kinds.
- 2.2** The firm has 30 personnel comprising Articled Assistants / Audit Staff.
The firm has 20 Article students of whom 10 are semi qualified CAs. The above personnel have an experience ranging from 2 to 7 years in Accounts, Auditing and other facets of Corporate Affairs.
- 3.0 PROFESSIONAL EXPERIENCE OF THE FIRM:**

3.1 INFRASTRUCTURAL ENVIRONMENT:

EDP Environment consisting of 25 Systems connected with LAN with various Packages and has the Accounting and Project Monitoring Control Packages installed in various client offices.

3.2 STATUTORY / INTERNAL AUDIT:

3.2.1 The Firm is Statutory Auditors for more than 100 Private / Public Limited Companies, which include Pharma companies with over Rs.500 crores turnover. To name a few, Hetero Drugs Limited, Hetero Labs Limited, Covalent Laboratories Private Limited, Andhra Organics Limited and Virchow Petro Chemical Private Limited. Clientele of the Firm also include Listed Infrastructure company Ramky Infrastructure Limited with over Rs.1000 Crores Turnover.

3.2.2 The Firm has conducted Internal Audits for several Companies that include listed companies like Lokesh Machines Limited, Veljan Denison Hydraulics Limited, permeating every segment of the organisation. The scope of Audit include Systems aspects, propriety aspects, Revenue leakage aspects, Statutory Compliances and to report on deviations, areas for improvement and Action to be taken Report depending on the degree of risk perceived.

3.2.3 The Firm has conducted several Stock and Receivables Audits as a Panel Auditor on behalf of State Bank of India, State Bank of Hyderabad, IDBI, Union Bank of India and Canara Bank. The Firm has also conducted Concurrent Audit for Central Bank of India and Andhra Bank.

3.2.4 Conducted Statutory Audit of various Public Sector Banks' branches.

3.2.5 Designed the Finance, **Accounting**, Costing, and Legal & Secretarial Manuals to various Clients.

3.2.6 Designed MIS Systems to the Management to monitor the day-to-day activities of the Companies.

3.2.7 Advised and Assisted the Companies in setting up Internal Control and Internal Audit Systems.

3.2.8 The Firm is instrumental in advising to Capitalisation Programmes of the companies in utilising the Funds raised by way of Term Loans and Public Issues.

3.3 Experience in Rural Development Projects / Non Governmental Organisations Audits (NGOs):
The Firm has in depth experience in all facets pertaining to Non Governmental Organisations. The Firm is instrumental in advising in conceiving the structure of Non Governmental Organisations, related Accounting and Internal Audit Controls, Audit of the said Organisations. The Firm is also instrumental in piloting applications seeking tax relief from the Central Board of Direct Taxes / Government of India. The Firm is the Auditors for various Non Governmental Organisations (NGOs) ranging from Charitable Trusts, which run various Educational Institutions, Hospitals and other programmes. They include:

- ❖ One of the Four Audit Firms since 2003 engaged for the Audit of Projects implemented by SERP to conduct the Internal Audit on Project Assistance funded by the World Bank and Government of Andhra Pradesh. Also a Special Audit is conducted for IKP.
- ❖ One of the Four Audit Firms engaged for the Audit of Institutions of APSWREIS (Andhra Pradesh Social Welfare Residential Educational Institutions Society) to conduct the Internal Audit of its Institutions
- ❖ One of the Two Audit Firms engaged for conducting Internal Audit of Vana Samrakshana Samithies (VSS) which were utilizing funds released by World Bank and Government of Andhra Pradesh under CFM Project for the financial periods from 2002-03 to 2006-07.
- ❖ MPCR Memorial Trust
- ❖ Vipassana Educational Trust
- ❖ BDMA (Bulk Drug Manufacturers' Association)
- ❖ SAI SPURTHI TRUST

3.4 The Firm has done the Business Valuations for the purpose of Merger and Acquisitions of Companies.

3.5 PROJECT FINANCE / WORKING CAPITAL MANAGEMENT:

3.5.1 Firm has advised and assisted the Companies in preparation of detailed Project Reports and sourcing of Funds from Financial Institutions, Banks and Other Institutions for Project setups, Project Expansions and Diversifications.

3.5.2 Advised and assisted the Companies in preparation of Working Capital proposals and sourcing of Working Capital Facilities from Banks.

3.5.3 Advised and assisted the Companies in preparation of Information Memorandum for sourcing of Funds from Venture Capital Funds and NRIs.

3.5.4 Advised and assisted to preparation of detailed Project Monitoring Systems and Reports to Monitor Project Implementation.

3.5.5 Advised and assisted the Companies on Re-scheduling of Term Loans and Deferment of Interest in respect of Term Loans and Working Capital Facilities from Financial Institutions and Banks as part of Financial Restructuring.

3.5.6 Advised and assisted the Companies in preparation of Rehabilitation Package in case of Sickness.

3.5.7 Advised the Companies on Corporate Restructuring.

3.6 DIRECT AND INDIRECT TAX MATTERS:

3.6.1 Advised and Companies on Tax Planning, Tax Strategies from the standpoint of Income Tax and Double Taxation Avoidance Treaties.

3.6.2 Advised the Companies on Excise Implication in respect of Contract Manufacturing and Loan Licensee Manufacturing.

3.6.3 Handled Search and Seizure cases.

3.6.4 Advised the Companies on Works Contracts.

3.7 SECRETARIAL MATTERS:

3.7.1 Advised and assisted the Companies in Mergers & Acquisitions and Joint Ventures in India and Abroad.

3.7.2 Advised the Companies on rising of funds by Public Issues, Rights Issues and Other related matters.

3.7.3 Advised the Companies on various matters pertaining to Department of Company Affairs, Govt. of India, Company Law Board, Securities & Exchange Board of India, Stock Exchanges and Office of the Registrar of Companies.

3.7.4 Advised and assisted the Companies in keeping of various Statutory Registers and Regulatory Compliances.

3.7.5 Advised and assisted the Companies in conducting Board Meetings, General Meetings etc.,

3.8 LEGAL MATTERS:

3.8.1 Advised and assisted the Companies on various legal matters pertaining to Companies Act, Contract Laws, Constitutional Law and Arbitration.

3.8.2 Advised and assisted the Companies in Title Investigation and Conduct of Searches.

OTHER AREAS:

3.8.3 Familiarity with World Bank Publications on Evaluation of Projects, Industrial Feasibility Studies, Socio-Cost Benefit Analysis in respect of the Projects funded by them.