

Hyderabad
13 April, 2015

To
The Vice President
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex
Bandra (East) , Mumbai – 400 051
Fax No : 022-26598237/38 or 66418124/25/26

Ramky Infrastructure Ltd.
Ramky Grandiose, 10th Floor
Sy.No. 136/2 & 4, Gachibowli
Hyderabad - 500 032
T: +91 40 2301 5000
F: +91 40 2301 5444
E: info@ramky.com
www.ramkyinfrastructure.com
CIN: L74210TG1994PLC017356

Dear Sirs,

Sub : Postal Ballot Notice and form
Scrip ID : Ramky Equity - BSE Scrip Code : 533262

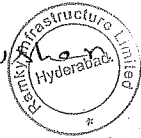
Pursuant to the clauses of the Listing Agreement and in continuation of our letter dated 09 April 2015, please find enclosed herewith the following documents

1. Notice of Postal ballot and postal ballot form for transacting the resolution by postal ballot.

Kindly treat the above as the compliance of the listing provisions and arrange to disseminate the same amongst investor's community through your portal.

Thanking you
For Ramky Infrastructure Limited

V. Phani Bhushan
V. Phani Bhushan
Company Secretary



Enclo : as above



Ramky Infrastructure Limited

Regd off : Ramky Grandiose, 10th Floor, Sy.No 136/2&4,
Gachibowli, Hyderabad – 500 032, Telangana.

Tel: 040-23015000/fax 040-23015444, CIN; L74210AP1994PLC017356,
www.ramkyinfrastructure.com, mail id : secr@ramky.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given to the members of Ramky Infrastructure Ltd ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Company seeks approval of members to pass the following resolutions, by means of Postal Ballot:

1. To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

Your consideration and approval by Postal Ballot is sought for the enclosed Resolutions. The Statement under Section 102(1) of the act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to you along with the 'Postal Ballot Form' for your consideration.

Mr. Manoj Kumar Koyalkar, Company Secretary in Whole-time Practice (C.P. No. 10004) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on Friday, April 03, 2015 in the Register of Members/List of Beneficial Owners and as received from Karvy Computershare Private Limited (KCPL), the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 1700 Hrs IST) on 16 May 2015. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has entered into an agreement with KCPL for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

Resolutions to be passed through Postal Ballot:

SPECIAL BUSINESS

Item No. 1 : To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

To consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of

the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s. Chaturvedi & Partners (Firm Regn.No.307068E) be and is hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of M/s. Walker Chandio & Co LLP., Chartered Accountants for the financial year 2014-15".

"RESOLVED FURTHER THAT M/s. Chaturvedi & Partners (Firm Regn.No.307068E), Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors thereon."

By Order of the Board
For **Ramky Infrastructure Limited**

Place : Hyderabad
Date : 09/04/2015

Sd/-
Y.R. Nagaraja
Managing Director
(DIN: 00009810)

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on Friday, April 03, 2015.
3. **The Company also offers e-voting facility.**

The instructions for Members opting for E-voting are as under:

In case of Member (s) receiving e-mail from Karvy Computershare Private Limited:

- a. For Members whose email address is registered- open the attached PDF file "Ramkyinfra-evoting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Members who have not registered their email ids: please refer to the user id and password printed on the Postal Ballot Form;
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member- Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVEN" (i.e. E-Voting Event Number) of Ramky Infrastructure Limited;

- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on April 16, 2015 (1000 Hrs) and ends on May 16, 2015 (1700 Hrs).
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at manoj@agrlaws.com with a copy marked to evoting@karvy.com;
- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.ramkyinfrastructure.com or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, M/s. Karvy computershare Private Limited, Unit:Ramky Infrastructure Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
- n. In case of Members receiving Postal Ballot Form by Post:
 - i) Initial password is provided as below, at the bottom of the Postal Ballot Form:
 EVET USER ID PASSWORD / PIN
 (E Voting Event Number)
 - ii) Please follow all steps from Sl. No. (a) to (m) mentioned above, to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact M/s.Karvy Computershare Private Limited at toll free number 1800 345 4001.If you are already registered with M/s Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form.
5. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.ramkyinfrastructure.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or fill in the details and send the same to the Scrutinizer either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through evoting will be treated as valid.
6. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
7. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, April 03,2015.

8. The result of the Postal Ballot shall be declared by the Executive Chairman or Managing Director or in their absence by any other person, so authorized by them on 18 May 2015 at the Registered Office of the Company at Ramky Grandiose, Sy.No 136/2&4, Gachibowli, Hyderabad – 500 032 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, Managing Director or such other person, if the results of the Postal Ballots indicates that the requisite majority of the Members has assented to the Resolution. The result of the Postal Ballot shall also be hosted on the website of the Company www.ramkyinfrastructure.com.
9. A copy of the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, i.e. from Monday to Friday, between 10.00 a.m. and 12.00 noon, up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 :

M/s. Walker Chandio & Co LLP., Chartered Accountants, have tendered their resignation as Statutory Auditors primarily due to substantial increase in cost estimate vis a vis the audit fees and they have expressed that they will not be able to continue as statutory auditors, which has resulted into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The audit committee has recommended and the Board proposes that M/s Chaturvedi & Partners (with Firm Regn.No.307068E), Chartered Accountants, New Delhi, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandio & Co LLP., Chartered Accountants.

CHATTURVEDI & PARTNERS, a Chartered Accountants firm based out of New Delhi was established in the year 1977 and has over 36 years experience in the field Audit and Assurance, Tax, Consulting and Financial Advisory Services, the firm has nationwide practice with presence in 6 cities. The firm has offices at New Delhi, Kolkata, Mumbai, Chennai, Hyderabad and Lucknow. The firm has to its credit a large clientele covering the sectors such as Aviation, Infrastructure & Construction, Real Estate, Engineering, Tourism/ Catering/Ticketing, Automobiles, Telecom, Housing, Finance, Banks, Steel, Gases, Transport/ Logistics, Medical Disposables and Software Solutions.

M/s. Chaturvedi & Partners., Chartered Accountants, New Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In view of above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated 09 April 2015.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

By Order of the Board
For **Ramky Infrastructure Limited**

Place : Hyderabad
Date : 09/04/2015

Sd/-
Y.R. Nagaraja
Managing Director
(DIN: 00009810)



Ramky Infrastructure Limited

Regd off: Ramky Grandiose, 10th Floor, Sy.No 136/2&4, Gachibowli, Hyderabad – 500 032, Telangana.

CIN ; L74210AP1994PLC017356

Tel: 040-23015000, Fax: 040-23015444

Website: www.ramkyinfrastructure.com, Mail id: secr@ramky.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the Sole/First
named member (in block letters) :

2. Name(s) of the Joint Holder(s) (if any) (in block
letters) :

3. Registered Folio No./DP ID & Client ID No.*
(*Applicable to members holding shares in
dematerialised form) :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed through postal ballot for the business stated in the Notice of the company by sending my/our Assent (for) or Dissent (against) to the said resolutions by placing the tick mark (✓) at the appropriate box below:

Item No.	Description of the Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	"To appoint M/s. Chaturvedi & Partners, Chartered Accountants (Firm Regn.No.307068E) as Statutory Auditor of the company".			

Place :

Date :

(Signature of the Member)

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is 16/05/2015.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ R&T or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form together with duly attested specimen signature (s) of the authorised signatories. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Mr. Manoj Kumar Koyalkar, Company Secretary in Whole-time Practice (C.P. No. 10004), appointed by the Company so as to reach him not later than the close of working hours on or before May 16, 2015 (i.e. 1700 Hours) at the Company's Registered Office at Ramky Grandiose, 10th Floor, Sy.No 136/2&4, Gachibowli, Hyderabad – 500 032, Telangana. Postal Ballot Forms received after this date will be strictly treated as if the reply from such member(s) has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at einward.ris@karvy.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before May 16, 2015 (i.e. 1700 Hours). For any clarification(s), please contact M/s Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) on the cutoff date i.e. Friday, 03 April 2015.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of evoting is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
16. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at www.ramkyinfrastructure.com for information of the Members, besides being communicated to the Stock Exchange(s) on which the shares of the Company are listed.