

REPORT OF SCRUTINIZER

(Pursuant to Section 110 of the Companies Act, 2013 and rules made thereunder)

To
The Chairman
RAMKY INFRASTRUCTURE LIMITED
15th Floor, Ramky Grandiose,
Sy.No.136/2 &4, Gachibowli
Hyderabad-500032.

Dear Sir,

Scrutinizer's Report on Postal Ballot through remote e-voting in respect of passing of special resolutions set out in the Notice dated 27.12.2023

I, **N.V.S.S.Suryanarayana Rao**, Practising Company Secretary, Hyderabad (Membership No.5868 and Certificate of Practice No.2886) have been appointed as Scrutinizer by the Board of Directors of M/s. Ramky Infrastructure Limited pursuant to Section 108 and 110 of the Companies Act, 2013 and the rules made thereunder for the purposes of scrutinizing the postal ballot through e-voting in respect of the below stated special resolutions as proposed in the Postal Ballot notice dated 27.12.2023 and I submit my report as under:

1. Management Responsibility

The Management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, General Circulars issued by Ministry of Corporate Affairs, Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and any other applicable laws, rules and regulations in respect of the postal ballot through remote e-voting.

The Postal ballot notice dated 27.12.2023 along with Explanatory Statement setting out material facts under section 102 of the Companies Act, 2013 was sent only through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories.

COMPANY SECRETARY IN PRACTICE

2. Scrutinizer's Responsibility

My responsibility as Scrutinizer of the e-voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's report of the votes cast in favour and against the resolution stated in the postal ballot notice, based on the reports generated from e-voting system provided by KFin Technologies Limited (KFintech) the Service Provider.

The Company had availed the e-voting facility offered by KFintech for conducting e-voting by electronic means.

3. Cut-off date

The shareholders of the company holding shares as on the cut-off date 22.12.2023 were entitled to vote on the resolutions as contained in the postal ballot notice.

4. Postal ballot process

In accordance with the postal ballot notice and the Advertisement published pursuant to the relevant rules, the Postal ballot through e-voting commenced at 29.12.2023 at 9:00 A.M. and ended at 27.01.2024 at 5:00 P.M. and the e-voting module was blocked by KFintech thereafter.

The votes cast under e-voting were thereafter unblocked and downloaded from the portal of KFintech and was witnessed by two witnesses, who are not in employment of the company and/or KFintech.

I have scrutinized and reviewed the remote e-voting based on the data downloaded from the KFintech e-voting system at <https://evoting.kfintech.com>.

5. Postal ballot results

I now submit my report as under on the results of the remote e-voting in respect of the special resolutions.

COMPANY SECRETARY IN PRACTICE

Item No.1 – As a Special Resolution

Approval of sale of stake in Company's material subsidiary, Visakha Pharmacy Limited:

(i) Total members voted and votes cast by them

Number of members	Number of votes cast by them
159	55117629

(ii) Promoter and Promoter Group votes

Number of members	Number of votes cast by them
10	48267349

(iii) Total number of valid votes

Number of members	Number of votes cast by them	% of total number of valid votes cast
149	6850280	100%

(iv) Voting in favour of the Resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
113	6616925	96.59%

(v) Voting against the Resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
34	233267	3.41%

(vi) Abstained votes

Number of members	Number of votes cast by them	% of total number of valid votes cast
2	88	0.00%

COMPANY SECRETARY IN PRACTICE

Item No.2 – As a Special Resolution

Appointment of Mr. Eshwar Reddy Purmandla (DIN: 01892327) as an Independent Director of the company:

(i) Total members voted and votes cast by them

Number of members	Number of votes cast by them
159	55117629

(ii) Invalid/less voted votes

Number of members	Number of votes cast by them
0	0

(iii) Total number of valid votes

Number of members	Number of votes cast by them	% of total number of valid votes cast
159	55117629	100%

(iv) Voting in favour of the Resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
126	54914753	99.63%

(v) Voting against the Resolution

Number of members	Number of votes cast by them	% of total number of valid votes cast
31	202788	0.37%

(vi) Abstained votes

Number of members	Number of votes cast by them	% of total number of valid votes cast
2	88	0.00%

COMPANY SECRETARY IN PRACTICE

6. Custody of Records

All Electronic data and relevant records of e-voting are being handed over to the Company Secretary for safe keeping.

Based on the above information, you may kindly announce the results.

Thanking you
Yours Sincerely

N.V.S.S. Suryanarayana Rao

Company Secretary in Practice
ACS Number: 5868; CoP Number: 2886
Peer Review Certificate No. 1506/2021
Scrutinizer
UDIN: A005868E003318518

Date: 28.01.2024

Place: Hyderabad

Encl: Category wise e-voting results are enclosed as **Annexure-A**

Company Name	RAMKY INFRASTRUCTURE LIMITED
Date of the AGM/EGM	Not Applicable (Postal ballot Notice dated 27.12.2023)
Total number of shareholders on record date	17467
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - To Approve Sale of Stake in Material Subsidiary.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled excluding abstained votes (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48304599	0	0.0000	0	0	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	394806	231532	58.6445	00	231532	0.0000	100.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20498386	6618660	32.2887	6616925	1735	99.9737	0.0262
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		69197791	6850192	9.8994	6616925	233267	96.5947	3.4053

Resolution required: (Ordinary/ Special)	SPECIAL - To Appoint Mr. Eshwar Reddy Purmandla as Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled excluding abstained votes (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	48304599	48267349	99.9229	48267349	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	394806	231532	58.6445	30483	201049	13.1657	86.8342
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	20498386	6618660	32.2887	6616921	1739	99.9737	0.0262
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	69197791	55117541	79.6522	54914753	202788	99.6321	0.3679