



Ramky Infrastructure Ltd.

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CIN: L74210TG1994PLC017356

Hyderabad,
30.05.2022

To, The General Manager Listing Department BSE Limited P.J. Towers, Dalal Street, Mumbai-400 001 Fax No: 022-22722037/39/41/61	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
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Sub: Annual Secretarial Compliance Report for the year 2021-22
Reference: BSE: 533262 & NSE: RAMKY

Dear Sir,

As per Regulation 24A of SEBI (LODR) Regulations, 2018 read with SEBI Circular dated February 08, 2019, please find enclosed Report on Annual Secretarial Compliances Report for the Financial Year ended 2021-22.

Kindly take the above information on records.

Regards

For RAMKY INFRASTRUCTURE LIMITED


Kesava Datta
Company Secretary
M. No. A61331

Encl: As above

**Secretarial Compliance Report of Ramky Infrastructure Limited
for the year ended 31st March, 2022**

I Venkata Satya Sesha Suryanarayana Rao Nedunuri, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Ramky Infrastructure Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*not attracted during the year under review*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



COMPANY SECRETARY IN PRACTICE

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not attracted during the year under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013; (not attracted during the year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (j) and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matter specified below:-

S. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

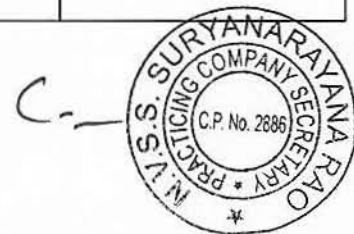
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
Nil				



COMPANY SECRETARY IN PRACTICE

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As per Regulation 23(9) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 Company has delayed in disclosing the related party transactions for the half year ended 30.09.2020.	Company has delayed in disclosing the related party transactions for the half year ended 30.09.2020.	The Company has taken care of the due compliance of Regulation 23(9) for the financial year 2021-22 and for delay in filing of Reg 23 (9) for the half year ended 30.09.2020 NSE has waived off the fine imposed for delay in compliance under regulation 23 (9) of SEBI (LODR) 2015 vide their letter dated 20.05.2021.	During the period under review the company has complied with regulation 23 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



N.V.S.S.SURYANARAYANA RAO

B.Com, A.C.S.

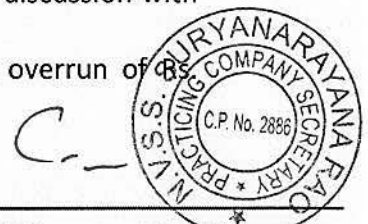
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COMPANY SECRETARY IN PRACTICE

2.	As per Regulation 34 (2) (f) of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 Company was falling under the top 1000 listed entity based on market capitalization calculated as on March 31 st of 2019 and has missed to include the business responsibility report describing initiatives taken for environmental, social and governance perspective in the Annual report of 2019-2020.	Company was falling under the top 1000 listed entity based on market capitalization calculated as on March 31 st of 2019 and has missed to include the business responsibility report describing initiatives taken for environmental, social and governance perspective in the Annual report of 2019-2020.	As per the Regulation 34 (2) (f), Company has not included the business responsibility report in the Annual Report of 2019-2020. However, the same was submitted with the Stock Exchanges Separately.	During the period under review the company has complied with regulation 34 (2) (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
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Note: As per the Information provided to us in regard to ongoing investigation against the Company by SEBI, the Managing Director of the Company has received the email from the Investigations Dept, Securities and Exchange Board of India (SEBI) asking for the information with regard to

1. Chronology of events leading to signing of the Supplementary Agreement dated March 25, 2019 (i.e. minutes of the meeting, intimation/approval to the Board of RIL, discussion with SBEL and any other entity etc.)
2. Whether any internal approval was taken for raising the additional cost overrun of Rs 367.90 cr.? If yes, provide copy of the said documents?



N.V.S.S.SURYANARAYANA RAO
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COMPANY SECRETARY IN PRACTICE

3. On what basis, the aforesaid agreement was signed by you (i.e. approval by the Board of RIL, internal approval etc.) and whether any authorization was provided to you to sign the said agreement?
4. What was the nature of association of SBEL with RIL as of March 25, 2019? If SBEL was a subsidiary of RIL, and if SBEL had paid the agreed amount to RIL, how the same was shown in the Annual Report / financial results of RIL?
5. Whether you are/were anytime in past related/associated/connected to Mr. Pulicherla Ganesh (Add: Flat No 504, Ramky Repose Apts, Plot No 101, Survey No 13/A, Kondapur, Hyderabad)? Whether the said individual was director/authorized person of RIL or any of its subsidiary / joint venture between January 01, 2018 to December 31, 2019 If yes, provide the details thereof.

The Managing Director of the Company has provided suitable reply to the information sought by SEBI.

Signature: _____



NVSS SURYANARAYANA RAO
Practicing Company Secretary

ACS Number: 5868

Certificate of Practice Number: 2886

UDIN: A005868D000424605



Place: Hyderabad

Date: 30.05.2022