



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad-500032, Telangana, India
(CIN: L74210TG1994PLC017356)

POSTAL BALLOT NOTICE

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

To
The Members of the Company
Ramky Infrastructure Limited

Notice is hereby given to the members of Ramky Infrastructure Limited (the "**Company**"), pursuant to provisions of Section 110 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as the "**Rules**") (which shall include any statutory modifications, amendments or re-enactments thereto for the time being in force) and other applicable provisions of the Act, rules, circulars and notifications thereunder, for seeking Shareholders' consent to pass the proposed Ordinary Resolution as set out below by way of Postal Ballot including voting by Electronic means ("**Postal Ballot**").

The proposed resolution along with the statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration. A Postal Ballot Form is also enclosed.

The Board has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad (Membership No. 5868 and Certificate of Practice No. 2886) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed Business Reply Envelope. Postage will be borne by the Company. However, Postal Ballot Form, if sent by courier or by registered post/speed post, at the expense of the member, will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the postage prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, January 09, 2020 (5:00 PM IST) to be eligible for being considered, failing which it will be considered as invalid and that no reply has been received from the member

The Company has engaged the services of KFin Technologies Private Limited (KFin) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). Members desiring to opt for e-voting, are requested to read the instructions in the Notes under the section 'Voting by electronic means (e-voting)'.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after the completion of the scrutiny of the Postal Ballot Forms and e-voting. The result of the postal ballot shall be announced on Friday, January 10th, 2020 at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to KFin and Stock Exchanges where the Company's securities are listed and displayed on the Company's website www.ramkyinfrastructure.com along with the Scrutinizer's report.

RESOLUTION PROPOSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS

ITEM NO. 1

To Approve Related Party Transactions.

To consider and, if thought fit, to give assent/dissent to the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in the force), read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as recommended by the Audit Committee and the Board of Directors and the Company's policy on Related Party transaction(s),

consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed with Ramky Estates and Farms Limited and Oxford Ayyappa Consulting Services (India) Private Limited (hereinafter referred to as "Promoter group companies"), related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for creation of security to the inter-corporate loans availed from promoter group companies on such revised terms and conditions as set out in the explanatory statements hereto."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto."

By Order of the Board
Ramky Infrastructure Limited

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

Place: Hyderabad
Date: 06-Dec-2019

NOTES:

1. The Explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. A copy of this notice has been placed on the website of the Company www.ramkyinfrastructure.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
3. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 06th, 2019 (cut-off date). The Postal Ballot Notice is being sent by email to members who have registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice is also available on the Company's website www.ramkyinfrastructure.com
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 06, 2019, (cut-off date) will be considered for the purpose of voting (including e-voting)
5. Dispatch of notice shall be deemed to be completed on 10.12.2019
6. The voting/e-voting period commences on Tuesday, December 10, 2019 (9:00 AM IST) and ends on Thursday, January 09, 2020 (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 06, 2019 may cast their vote electronically. The e-voting module shall be disabled by KFin for voting after Thursday, January 09, 2020 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Voting rights of the members shall be in proportion to their shares of paid-up equity share capital of the company as on the cut-off Date i.e., Friday, December 06, 2019. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the Record Date should treat this Notice for information purpose only.
8. The resolution passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.

9. The members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
10. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form and in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may download Postal Ballot Form sent along with the email or download from the link <https://evoting.kfintech.com> or from the website of the Company www.ramkyinfrastructure.com or seek duplicate Postal Ballot Form from KFin Technologies Private Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
11. The Registrar and Transfer Agent/Company shall forward the duplicate Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope to the member.
12. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by KFin. The instructions for e-voting are given under the section 'Voting by electronic means (e-voting)' below.
13. A member cannot exercise his/her vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Thursday, January 09, 2020 (5:00 PM IST). The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post, at the expense of the members will also be accepted. If any Postal Ballot Form is received after the close of working hours on Thursday, January 09, 2020 (5:00 PM IST), it will be considered as invalid and as if no reply has been received from the member.
15. The Company has appointed Mr. N.V.S.S. Suryanarayana Rao (Membership No. 5868), Practicing Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman, or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Friday, January 10, 2020 at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to the KFin and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.ramkyinfrastructure.com along with the Scrutinizer's report.
16. The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or e-voting i.e. Thursday, January 09, 2020 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
17. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, January 09, 2020.
18. In compliance with the provisions of Section 108 & 110 of the Act read with the Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015 as amended the Company has also extended e-voting facility as an alternate to all the Shareholders of the Company to enable them to cast their votes electronically.
19. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/ or (iii) signature on the Postal Ballot Form doesn't match the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote.
20. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
21. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

22. **The instructions for the members for e-voting are as under:**

- a. The shareholders should log on to the e-voting website <https://evoting.kfintech.com> during the voting period.
- b. Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio No/ DP No/Client ID will be your User ID.

User ID For shareholders holding shares in Demat Form: -

- i. For NSDL: - 8 Character DP ID followed by 8 Digits Client ID
- ii. For CDSL: - 16 digits beneficiary
- iii. ID for shareholders holding shares in Physical Form:-

The shareholders whose email id is not registered with the company and who intend to exercise their vote, may write to the company at investors@ramky.com/secr@ramky.com or to the registrar and transfer agent M/s. KFin Technologies Private Limited so as to send the user id and password for e voting.

- c. Please contact KFin's toll free No. 1-800-34-54-001 for any support or clarifications in relation to E-Voting.
- d. The voting period begins at 9 A.M. on 10-Dec-2019 and ends at 5 P.M. on 09-Jan-2020. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 06-Dec-2019 (End of Day) may cast their votes electronically. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.
- e. After entering these details appropriately, click on "LOGIN"
- f. In case of first login, shareholders holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field.

The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email id etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- g. You need to login again with the new credentials.
- h. On successful login, system will prompt to select the 'Event' i.e., 'Company Name' viz Ramky Infrastructure Limited.
- i. If you are holding shares in Demat form and had logged on to "<https://evoting.kfintech.com>" and cast your vote earlier for any company, then your existing login id and password are to be used.
- j. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- k. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- l. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- m. Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to csnvss@gmail.com with copy to evoting@kfintech.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no".

- n. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- o. The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.
- p. Other Information:
 - i. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of ballot paper.
 - ii. The Board of Directors has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iii. The Scrutinizer shall, immediately after the conclusion of voting by postal ballot, first count the votes cast by postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding forty eight (48) hours of conclusion of the Postal Ballot, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
 - iv. Based on the Scrutinizer's report, the Chairman or any other Director so authorized shall countersign the scrutinizer's report and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not within forty eight (48) hours of conclusion of Postal Ballot.
 - v. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the Company at its Registered Office. Further, such the Results along with the Scrutinizer's Report shall be immediately placed on the Company's website www.ramkyinfrastructure.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
 - vi. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 7 days thereof. Upon completion of the scrutiny of the postal ballot votes, the result of the postal ballot will be announced by the Chairman. The Ordinary Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
 - vii. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 1.00 P.M. up to 09-Jan-2020.

ANNEXURE TO AND FORMING PART OF THE NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

AGENDA ITEM

It is hereby informed that the Company had earlier accepted the following Inter-Corporate Deposits from various related parties on Arm's Length Basis:

Sl. #	Name of the Lenders	Amount of ICD (cr)	Date of ICD
1	Ramky Estates and Farms Limited	55.00	25-Mar-2015
2	Oxford Ayyappa Consulting Services (India) Private Limited	350.00	01-Feb-2019

Further at the meeting of the Board of Directors held on 12-Nov-2019, considering the cash flow availability and current financial position, the terms of rate of interest payable to the ICD lender, M/s. Oxford Ayyappa Consulting Services (India) Private Limited had amended to a rate of interest lower than the prevailing yield of Government Security.

Further the ICD Lenders, namely M/s. Ramky Estates and Farms Limited and M/s. Oxford Ayyappa Consulting Services (India) Private Limited had requested to provide security in respect of the loan sanctioned to secure the same by way of the following securities.

1. Subservient Charge on the securities (effectiveness of the charge shall be only after satisfaction of the First and Second Charge holders), as clearly specified in Annexure - 1,
2. First Charge by way of pledge of securities, as clearly specified in Annexure -2.

For the purposes of the creation of the above security, the following points are to be considered:

1. The securities, against which the subservient charge is to be created, i.e., as specified in Annexure - 1, are currently charged in the form of First and Second charge to the existing Lenders of the company.
2. The security by way of pledge of the Company's investments in its subsidiary companies, which are currently unencumbered, as specified in Annexure - 2, can be created.

Further, the Lenders against whom the company is required to create the Subservient charge and pledge of securities are related to the Company by way of common Promoters. Per the provisions of Section 188 of the Companies Act, 2013, any-

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;

with a related party requires prior approval of the Shareholders and Board approval. Further per the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2018, the related party transactions shall require the prior approval of the Audit Committee and the Board of Directors and the approval of the Shareholders.

Accordingly, your Audit Committee and Board of Directors had approved the same, subject to the approval of the Shareholders, at their meetings convened on 06-Dec-2019.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 except the promoter Mr. Alla Ayodhya Rami Reddy and his relatives and Promoter Group Companies, who forms part of the promoter group.

Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution to be passed as Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members by Postal Ballot.

By Order of the Board
Ramky Infrastructure Limited

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

Place: Hyderabad
Date: 06-Dec-2019

Annexure - 1

**PART A
COMMON SECURITIES**

1. Pursuant to the deed of hypothecation dated June 12, 2015 (**Hypothecation Agreement**), executed between the Borrower and the security trustee (i.e. SBI Cap Trustee Company Limited), and first amendment to the deed of hypothecation dated September 10, 2015 acting for the benefit of the other Lenders, the Borrower in order to secure the restructured facility hypothecated in favor of the security trustee, the assets of the company as follows:

S.No.	FIRST CHARGE	SECOND CHARGE
1.	The Borrower hypothecated the whole of the Borrower's unencumbered fixed assets including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future (hereinafter referred to as the " Movables ") and the short particulars whereof are given in the Part A of Schedule III of the Hypothecation Agreement, as and by way of first charge in favor of the security trustee, security trustee acting for the benefit of the other Lenders as security for repayment of the Term Loans, Short Term Loans, Working Capital Term Loans, Priority Debt and Funded Interest Term Loan as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the Security Trustee and Lenders Agent, costs, charges, expenses and all other monies due to the Lenders under the Restructuring Agreements.	The Borrower hypothecated the Movables by way of second charge in favor of the Security Trustee as security for repayment of the fund based and non-fund based working capital limits as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the security trustee and lenders agent, costs, charges, expenses and all other monies due to the Lenders under the restructuring agreement.
2.	The Borrower hypothecated Current and Non-Current Assets by way of first charge in favor of the security trustee, acting for the benefit of the Lenders as security for repayment of the fund based and non-fund based working capital facility as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the security trustee and Lenders Agent, costs, charges, expenses and all other monies due to the Lenders under the Restructuring Agreement	The Borrower hypothecated whole of the current assets and non-current assets of the Borrower including stocks of raw materials, semi-finished and finished goods, consumable stores, book-debts/receivables present and future, (hereinafter collectively referred to as the Current and Non-Current Assets) and the short particulars whereof are given in the Part B of Schedule III of the Hypothecation Agreement hereto, as and by way of second charge in favor of the security trustee as security for repayment of the Term Loans, Short Term Loans Working Capital Term Loans, Priority Debt and Funded Interest Term Loan

"**Movables**" have been defined under Part A of Schedule III of the Hypothecation Agreement as the whole of the fixed and movable properties of the Borrower including its movable plant and machinery, machinery spares, tools and accessories, electrical installations, furnishings, furniture and fixtures, cars, trucks, jeeps, buses, vehicles, trolleys, telephone equipment, calculating machines, computers, refrigerators, air-conditioners, coolers, and other modern electrical and electronic appliances, recreational items/machinery and recreational related items, vehicles both present and future, whether now lying or stored in or about the Borrower's premises or shall hereafter from time to time during the continuance of this deed be brought into or upon or be stored or be in or about Borrower's premises or wherever else the same may be or be held by any party to the order or disposition of the Borrower or in the course of transit or on high seas or on order, or delivery, howsoever and wheresoever in the possession of the Borrower and either by way of substitution or addition.

"**Current and Non-Current Assets**" have been defined under Part B of Schedule III of the Hypothecation Agreement as the whole of the current assets of the Borrower including stocks of raw materials, semi-finished and finished goods, consumable stores, book-debts/receivables, present and future, whether installed or not and whether now lying loose

or in cases or which are now lying or stored in or about or shall hereafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about all the Borrower's factories, premises and godowns, sites or wherever else the same may be or be held by any party to the order or disposition of the Borrower or in the course of transit or on high seas or on order, or delivery, howsoever and wheresoever in the possession of the Borrower and either by way of substitution or addition.

2. Equitable Mortgage

The Borrower has created a pari-passu charge on the 4 (four) flats as herein given below in the form of equitable mortgage to secure the facility extended by the Lenders.

- a) Flat No. C, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1325.50 sq ft. along with undivided share of land 25 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- b) Flat No. B, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1520 sq ft. along with undivided share of land 32 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- c) Flat No. A, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1286.73 sq ft. along with undivided share of land 50.37 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- d) Flat No. C, 2nd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1303.40 sq ft. along with undivided share of land 25 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.

3. Pledge of shares

- (i) Pursuant to the pledge agreement dated August 25, 2015, Ramky Infrastructure Limited pledged its unencumbered shares in Srinagar Banihal Expressway Limited, MDDA-Ramky ISBus Terminal Limited, Ramky Elsamex Hyderabad Ring Road Limited and Ramky Multi Product Industrial Park Limited to secure the Lender:

Name of the Company/ SPV	Type of security	No of shares Pledged
Srinagar Banihal Expressway Limited	Equity shares	12,088
	Preference shares	3,01,58,248
MDDA-Ramky ISBus Terminal Limited	Equity shares	9,91,802
Ramky Elsamex Hyderabad Ring Road Limited	Preference shares	2,20,50,000
Ramky Multi Product Industrial Park Limited	Equity shares	49,99,994
	Preference Share Convertible	15,00,000
	Preference Shares Non-Convertible	40,00,000

PART B EXCLUSIVE SECURITY

(i) State Bank of India

Equitable mortgage of land of 10.325 acres situated at Sy. No 61, Pedda Golconda (Raikunta), Shamshabad Mandal, Ranga Reddy District belonging to the RIL.

Annexure – 2

DETAILS OF FIRST CHARGE ON THE UNENCUMBERED SHARES

The following unencumbered shares of the following companies are pledged by way of *pari passu* first charge to and in favour of the Lenders i.e. Oxford Ayyappa Consulting Services (India) Private Limited and Ramky Estates and Farms Limited.

Name of the Company/ SPV	Pledgor	No of shares Pledged
Ramky Pharma City (India) Limited	Ramky Infrastructure Limited	37,29,000 Equity Shares
Srinagar Banihal Expressway Limited	Ramky Infrastructure Limited	3,13,89,197 Preference Shares
MDDA-Ramky ISBus Terminal Limited	Ramky Infrastructure Limited	96,60,009 Equity Shares
Sehore Kosmi Tollways Limited	Ramky Infrastructure Limited	58,89,794 Equity Shares



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad-500032, Telangana, India
(CIN: L74210TG1994PLC017356)

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (P) mark at the appropriate boxes below.

Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
1. Approval of Related Party Transaction			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note: Please read the instructions printed below carefully before exercising your vote. Last date for receipt of Postal Ballot Form duly filled in and signed by the Scrutinizer is Thursday, 09th January 2020.

INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage form the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (P) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on **09-Jan-2020** Postal Ballot Forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the name of the shareholders as on 06-Dec-2019
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4, Gachibowli, Hyderabad - 500032, Telangana. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at **www.ramkyinfrastructure.com**



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]**

To

The Members of the Company
Ramky Infrastructure Limited

Notice is hereby given to the members of Ramky Infrastructure Limited (the “Company”), pursuant to provisions of Section 110 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as the “Rules”) (which shall include any statutory modifications, amendments or re-enactments thereto for the time being in force) and other applicable provisions of the Act, rules, circulars and notifications thereunder, for seeking Shareholders’ consent to pass the proposed Ordinary Resolution as set out below by way of Postal Ballot including voting by Electronic means (“Postal Ballot”).

The proposed resolution along with the statement under Section 102(1) of the Act, forming part of this Notice, stating the material facts and reasons thereof are set out hereafter, for your consideration. A Postal Ballot Form is also enclosed.

The Board has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad (Membership No. 5868 and Certificate of Practice No. 2886) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self-addressed Business Reply Envelope. Postage will be borne by the Company. However, Postal Ballot Form, if sent by courier or by registered post/speed post, at the expense of the member, will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the postage prepaid self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, January 09, 2020 (5:00 PM IST) to be eligible for being considered, failing which it will be considered as invalid and that no reply has been received from the member

The Company has engaged the services of KFin Technologies Private Limited (KFin) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”). Members desiring to opt for e-voting, are requested to read the instructions in the Notes under the section ‘Voting by electronic means (e-voting)’.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him, after the completion of the scrutiny of the Postal Ballot Forms and e-voting. The result of the postal ballot shall be announced on Friday, January 10th, 2020 at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to KFin and Stock Exchanges where the Company’s securities are listed and displayed on the Company’s website www.ramkyinfrastructure.com along with the Scrutinizer’s report.

RESOLUTION PROPOSED THROUGH POSTAL BALLOT

SPECIAL BUSINESS

ITEM NO. 1

To Approve Related Party Transactions.

To consider and, if thought fit, to give assent/dissent to the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications and re-enactments thereof for the time being in force), read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as recommended by the Audit Committee and the Board of Directors and the Company’s policy on Related Party transaction(s),

consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company towards the contract(s)/ arrangement(s)/ transaction(s) executed with Ramky Estates and Farms Limited and Oxford Ayyappa Consulting Services (India) Private Limited (hereinafter referred to as "Promoter group companies"), related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for creation of security to the inter-corporate loans availed from promoter group companies on such revised terms and conditions as set out in the explanatory statements hereto."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto."

By Order of the Board
Ramky Infrastructure Limited

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

Place: Hyderabad
Date: 06-Dec-2019

NOTES:

1. The Explanatory statement pursuant to Section 102(1), any other applicable provisions of the Act, the rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
2. A copy of this notice has been placed on the website of the Company www.ramkyinfrastructure.com and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
3. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 06th, 2019 (cut-off date). The Postal Ballot Notice is being sent by email to members who have registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice is also available on the Company's website www.ramkyinfrastructure.com
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, December 06, 2019, (cut-off date) will be considered for the purpose of voting (including e-voting)
5. Dispatch of notice shall be deemed to be completed on 10.12.2019
6. The voting/e-voting period commences on Tuesday, December 10, 2019 (9:00 AM IST) and ends on Thursday, January 09, 2020 (5:00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 06, 2019 may cast their vote electronically. The e-voting module shall be disabled by KFin for voting after Thursday, January 09, 2020 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
7. Voting rights of the members shall be in proportion to their shares of paid-up equity share capital of the company as on the cut-off Date i.e., Friday, December 06, 2019. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the Record Date should treat this Notice for information purpose only.
8. The resolution passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.

9. The members can opt for only one mode of voting i.e. either by physical Postal Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
10. Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form and in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may download Postal Ballot Form sent along with the email or download from the link <https://evoting.kfintech.com> or from the website of the Company www.ramkyinfrastructure.com or seek duplicate Postal Ballot Form from KFin Technologies Private Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
11. The Registrar and Transfer Agent/Company shall forward the duplicate Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope to the member.
12. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by KFin. The instructions for e-voting are given under the section 'Voting by electronic means (e-voting)' below.
13. A member cannot exercise his/her vote by proxy on postal ballot.
14. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Thursday, January 09, 2020 (5:00 PM IST). The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered/speed post, at the expense of the members will also be accepted. If any Postal Ballot Form is received after the close of working hours on Thursday, January 09, 2020 (5:00 PM IST), it will be considered as invalid and as if no reply has been received from the member.
15. The Company has appointed Mr. N.V.S.S. Suryanarayana Rao (Membership No. 5868), Practicing Company Secretary, Hyderabad, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman, or a person authorized by him, after the completion of scrutiny, and the result of the voting by postal ballot will be announced on Friday, January 10, 2020 at the Registered Office of the Company. The result would be displayed at the Registered Office of the Company, intimated to the KFin and Stock Exchanges where the Company's securities are listed, and displayed on the Company's website www.ramkyinfrastructure.com along with the Scrutinizer's report.
16. The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or e-voting i.e. Thursday, January 09, 2020 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
17. The documents, if any, referred to in the statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Thursday, January 09, 2020.
18. In compliance with the provisions of Section 108 & 110 of the Act read with the Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015 as amended the Company has also extended e-voting facility as an alternate to all the Shareholders of the Company to enable them to cast their votes electronically.
19. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/ or (iii) signature on the Postal Ballot Form doesn't match the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote.
20. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.
21. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

22. **The instructions for the members for e-voting are as under:**

- a. The shareholders should log on to the e-voting website <https://evoting.kfintech.com> during the voting period.
- b. Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio No/ DP No/Client ID will be your User ID.

User ID For shareholders holding shares in Demat Form: -

- i. For NSDL: - 8 Character DP ID followed by 8 Digits Client ID
- ii. For CDSL: - 16 digits beneficiary
- iii. ID for shareholders holding shares in Physical Form:-

The shareholders whose email id is not registered with the company and who intend to exercise their vote, may write to the company at investors@ramky.com/secr@ramky.com or to the registrar and transfer agent M/s. KFin Technologies Private Limited so as to send the user id and password for e voting.

- c. Please contact KFin's toll free No. 1-800-34-54-001 for any support or clarifications in relation to E-Voting.
- d. The voting period begins at 9 A.M. on 10-Dec-2019 and ends at 5 P.M. on 09-Jan-2020. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 06-Dec-2019 (End of Day) may cast their votes electronically. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.
- e. After entering these details appropriately, click on "LOGIN"
- f. In case of first login, shareholders holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field.

The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email id etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- g. You need to login again with the new credentials.
- h. On successful login, system will prompt to select the 'Event' i.e., 'Company Name' viz Ramky Infrastructure Limited.
- i. If you are holding shares in Demat form and had logged on to "<https://evoting.kfintech.com>" and cast your vote earlier for any company, then your existing login id and password are to be used.
- j. On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- k. After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL"and accordingly modify your vote.
- l. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- m. Corporate/Institutional Members (corporate/FIs/FLLs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to csnvss@gmail.com with copy to evoting@kfintech.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no".

- n. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- o. The results along with the Scrutinizer's Report shall be placed on the Company's website www.ramkyinfrastructure.com.
- p. Other Information:
 - i. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of ballot paper.
 - ii. The Board of Directors has appointed Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iii. The Scrutinizer shall, immediately after the conclusion of voting by postal ballot, first count the votes cast by postal ballot and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding forty eight (48) hours of conclusion of the Postal Ballot, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
 - iv. Based on the Scrutinizer's report, the Chairman or any other Director so authorized shall countersign the scrutinizer's report and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not within forty eight (48) hours of conclusion of Postal Ballot.
 - v. The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the Company at its Registered Office. Further, such the Results along with the Scrutinizer's Report shall be immediately placed on the Company's website www.ramkyinfrastructure.com and on the website of NSDL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
 - vi. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all postal ballots but not later than 7 days thereof. Upon completion of the scrutiny of the postal ballot votes, the result of the postal ballot will be announced by the Chairman. The Ordinary Resolution, if approved, will be taken as passed effectively on the date of declaration of result.
 - vii. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 1.00 P.M. up to 09-Jan-2020.

ANNEXURE TO AND FORMING PART OF THE NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

AGENDA ITEM

It is hereby informed that the Company had earlier accepted the following Inter-Corporate Deposits from various related parties on Arm's Length Basis:

Sl. #	Name of the Lenders	Amount of ICD (₹cr)	Date of ICD
1	Ramky Estates and Farms Limited	55.00	25-Mar-2015
2	Oxford Ayyappa Consulting Services (India) Private Limited	350.00	01-Feb-2019

Further at the meeting of the Board of Directors held on 12-Nov-2019, considering the cash flow availability and current financial position, the terms of rate of interest payable to the ICD lender, M/s. Oxford Ayyappa Consulting Services (India) Private Limited had amended to a rate of interest lower than the prevailing yield of Government Security.

Further the ICD Lenders, namely M/s. Ramky Estates and Farms Limited and M/s. Oxford Ayyappa Consulting Services (India) Private Limited had requested to provide security in respect of the loan sanctioned to secure the same by way of the following securities.

1. Subservient Charge on the securities (effectiveness of the charge shall be only after satisfaction of the First and Second Charge holders), as clearly specified in Annexure – 1,
2. First Charge by way of pledge of securities, as clearly specified in Annexure -2.

For the purposes of the creation of the above security, the following points are to be considered:

1. The securities, against which the subservient charge is to be created, i.e., as specified in Annexure – 1, are currently charged in the form of First and Second charge to the existing Lenders of the company.
2. The security by way of pledge of the Company's investments in its subsidiary companies, which are currently unencumbered, as specified in Annexure – 2, can be created.

Further, the Lenders against whom the company is required to create the Subservient charge and pledge of securities are related to the Company by way of common Promoters. Per the provisions of Section 188 of the Companies Act, 2013, any –

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;

with a related party requires prior approval of the Shareholders and Board approval. Further per the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2018, the related party transactions shall require the prior approval of the Audit Committee and the Board of Directors and the approval of the Shareholders.

Accordingly, your Audit Committee and Board of Directors had approved the same, subject to the approval of the Shareholders, at their meetings convened on 06-Dec-2019.

None of the Directors or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 except the promoter Mr. Alla Ayodhya Rami Reddy and his relatives and Promoter Group Companies, who forms part of the promoter group.

Other members of promoter and promoter group shall also be deemed to be concerned or interested in the proposed Resolution, by reason of their being part of the Promoter Group which also includes the Warrant Holder. Apart from the above, no other Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution set out in Item No. 1 except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution to be passed as Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members by Postal Ballot.

By Order of the Board

Ramky Infrastructure Limited

Sd/-

Y.R. Nagaraja

Managing Director

DIN: 00009810

Place: Hyderabad

Date: 06-Dec-2019

Annexure - 1

**PART A
COMMON SECURITIES**

1. Pursuant to the deed of hypothecation dated June 12, 2015 (**Hypothecation Agreement**”), executed between the Borrower and the security trustee (i.e. SBI Cap Trustee Company Limited), and first amendment to the deed of hypothecation dated September 10, 2015 acting for the benefit of the other Lenders, the Borrower in order to secure the restructured facility hypothecated in favor of the security trustee, the assets of the company as follows:

S.No.	FIRST CHARGE	SECOND CHARGE
1.	The Borrower hypothecated the whole of the Borrower’s unencumbered fixed assets including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future (hereinafter referred to as the “Movables”) and the short particulars whereof are given in the Part A of Schedule III of the Hypothecation Agreement, as and by way of first charge in favor of the security trustee, security trustee acting for the benefit of the other Lenders as security for repayment of the Term Loans, Short Term Loans, Working Capital Term Loans, Priority Debt and Funded Interest Term Loan as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the Security Trustee and Lenders Agent, costs, charges, expenses and all other monies due to the Lenders under the Restructuring Agreements.	The Borrower hypothecated the Movables by way of second charge in favor of the Security Trustee as security for repayment of the fund based and non-fund based working capital limits as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the security trustee and lenders agent, costs, charges, expenses and all other monies due to the Lenders under the restructuring agreement.
2.	The Borrower hypothecated Current and Non-Current Assets by way of first charge in favor of the security trustee, acting for the benefit of the Lenders as security for repayment of the fund based and non-fund based working capital facility as well as payment of other monies including all interest, upfront fees, commitment fees, premium on prepayment, remuneration of the security trustee and Lenders Agent, costs, charges, expenses and all other monies due to the Lenders under the Restructuring Agreement	The Borrower hypothecated whole of the current assets and non-current assets of the Borrower including stocks of raw materials, semi-finished and finished goods, consumable stores, book-debts/receivables present and future, (hereinafter collectively referred to as the Current and Non-Current Assets ”) and the short particulars whereof are given in the Part B of Schedule III of the Hypothecation Agreement hereto, as and by way of second charge in favor of the security trustee as security for repayment of the Term Loans, Short Term Loans Working Capital Term Loans, Priority Debt and Funded Interest Term Loan

“Movables” have been defined under Part A of Schedule III of the Hypothecation Agreement as the whole of the fixed and movable properties of the Borrower including its movable plant and machinery, machinery spares, tools and accessories, electrical installations, furnishings, furniture and fixtures, cars, trucks, jeeps, buses, vehicles, trolleys, telephone equipment, calculating machines, computers, refrigerators, air-conditioners, coolers, and other modern electrical and electronic appliances, recreational items/machinery and recreational related items, vehicles both present and future, whether now lying or stored in or about the Borrower’s premises or shall hereafter from time to time during the continuance of this deed be brought into or upon or be stored or be in or about Borrower’s premises or wherever else the same may be or be held by any party to the order or disposition of the Borrower or in the course of transit or on high seas or on order, or delivery, howsoever and wheresoever in the possession of the Borrower and either by way of substitution or addition.

“Current and Non-Current Assets” have been defined under Part B of Schedule III of the Hypothecation Agreement as the whole of the current assets of the Borrower including stocks of raw materials, semi-finished and finished goods, consumable stores, book-debts/receivables, present and future, whether installed or not and whether now lying loose

or in cases or which are now lying or stored in or about or shall hereafter from time to time during the continuance of the security of these presents be brought into or upon or be stored or be in or about all the Borrower's factories, premises and godowns, sites or wherever else the same may be or be held by any party to the order or disposition of the Borrower or in the course of transit or on high seas or on order, or delivery, howsoever and wheresoever in the possession of the Borrower and either by way of substitution or addition.

2. Equitable Mortgage

The Borrower has created a pari-passu charge on the 4 (four) flats as herein given below in the form of equitable mortgage to secure the facility extended by the Lenders.

- a) Flat No. C, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1325.50 sq ft. along with undivided share of land 25 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- b) Flat No. B, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1520 sq ft. along with undivided share of land 32 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- c) Flat No. A, 3rd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1286.73 sq ft. along with undivided share of land 50.37 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.
- d) Flat No. C, 2nd floor, MCH No. 6-3-1089/G/17, AVK Complex (Ramky House) with a Plinth area 1303.40 sq ft. along with undivided share of land 25 sq. yards (out of 956 sq yards), Raj Bhavan Road, Somajiguda, Hyderabad owned by Ramky Infrastructure Limited.

3. Pledge of shares

- (i) Pursuant to the pledge agreement dated August 25, 2015, Ramky Infrastructure Limited pledged its unencumbered shares in Srinagar Banihal Expressway Limited, MDDA-Ramky ISBus Terminal Limited, Ramky Elsamex Hyderabad Ring Road Limited and Ramky Multi Product Industrial Park Limited to secure the Lender:

Name of the Company/ SPV	Type of security	No of shares Pledged
Srinagar Banihal Expressway Limited	Equity shares	12,088
	Preference shares	3,01,58,248
MDDA-Ramky ISBus Terminal Limited	Equity shares	9,91,802
Ramky Elsamex Hyderabad Ring Road Limited	Preference shares	2,20,50,000
Ramky Multi Product Industrial Park Limited	Equity shares	49,99,994
	Preference Share Convertible	15,00,000
	Preference Shares Non-Convertible	40,00,000

PART B EXCLUSIVE SECURITY

(i) State Bank of India

Equitable mortgage of land of 10.325 acres situated at Sy. No 61, Pedda Golconda (Raikunta), Shamshabad Mandal, Ranga Reddy District belonging to the RIL.

Annexure – 2

DETAILS OF FIRST CHARGE ON THE UNENCUMBERED SHARES

The following unencumbered shares of the following companies are pledged by way of *pari passu* first charge to and in favour of the Lenders i.e. Oxford Ayyappa Consulting Services (India) Private Limited and Ramky Estates and Farms Limited.

Name of the Company/ SPV	Pledgor	No of shares Pledged
Ramky Pharma City (India) Limited	Ramky Infrastructure Limited	37,29,000 Equity Shares
Srinagar Banihal Expressway Limited	Ramky Infrastructure Limited	3,13,89,197 Preference Shares
MDDA-Ramky ISBus Terminal Limited	Ramky Infrastructure Limited	96,60,009 Equity Shares
Sehore Kosmi Tollways Limited	Ramky Infrastructure Limited	58,89,794 Equity Shares



RAMKY INFRASTRUCTURE LIMITED

Regd. Office: Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4,
Gachibowli, Hyderabad – 500032, Telangana, India
(CIN: L74210TG1994PLC017356)

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No./DP ID No./Client ID No.* (*Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Description	No. of Shares held	I / We assent to the resolution	I / We dissent to the resolution
1. Approval of Related Party Transaction			

Place:

Date:

(Signature of the Member/Beneficial Owner)

Note: Please read the instructions printed below carefully before exercising your vote. Last date for receipt of Postal Ballot Form duly filled in and signed by the Scrutinizer is Thursday, 09th January 2020.

INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage form the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on **09-Jan-2020** Postal Ballot Forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the name of the shareholders as on 06-Dec-2019
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Ramky Grandiose, 15th Floor, Sy. No. 136 / 2 & 4, Gachibowli, Hyderabad – 500032, Telangana. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
15. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at **www.ramkyinfrastructure.com**