

Hyderabad,  
15.07.2020

To

The General Manager Listing Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Mumbai-400 001 Fax No: 022-22722037/39/41/61	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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Through upload Listing Center/NEAPS

**Sub: Annual Secretarial Compliance Report for the year 2019-20**

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 for the Financial Year ended 2019-20.

Kindly take the above information on records.

Thanking you

**For RAMKY INFRASTRUCTURE LIMITED**  
**SD/-**  
**AKASH BHAGADIA**  
**COMPANY SECRETARY**  
**M.No: 50559**

**Encl: As above**



**Ramky Infrastructure Ltd.**  
Ramky Grandiose, 15th Floor  
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Hyderabad - 500 032  
T: +91 40 2301 5000  
F: +91 40 2301 5100  
E: secr@ramky.com  
www.ramkyinfrastructure.com  
CIN: L74210TG1994PLC017356

Hyderabad,  
15.07.2020

To

The General Manager Listing Department Bombay Stock Exchange Limited P.J. Towers, Dalal Street, Mumbai-400 001 Fax No: 022-22722037/39/41/61	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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Through upload Listing Center/NEAPS

**Sub: Annual Secretarial Compliance Report for the year 2019-20**

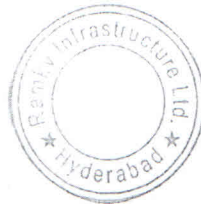
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Kindly take the above information on records.

Thanking you

**For RAMKY INFRASTRUCTURE LIMITED**

  
**AKASH BHAGADIA**  
**COMPANY SECRETARY**  
**M.No: 50559**



**Encl: As above**

**Secretarial Compliance Report of Ramky Infrastructure Limited  
for the year ended 31<sup>st</sup> March, 2020**

I Venkata Satya Sessa 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 31<sup>st</sup> March, 2020 ("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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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; *(not attracted during the year under review)*
- (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*

**N.V.S.S.SURYANARAYANA RAO**

Mobile : 7013153312

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**COMPANY SECRETARY IN PRACTICE**

*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 thereunder;

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 thereunder, except in respect of matter specified below:-

S. No	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 27 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Company has not mentioned the details of Payment of Remuneration to auditors in Corporate Governance Report.	As per regulation 27, Information w.r.t payment of Remuneration to auditors has not been disclosed in the Corporate Governance Report.
2.	Regulation 108 of Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009	Company has delayed in filing the listing Application w.r.t allotment of 93,50,000 Shares upon Conversion of Warrant into Equity with Stock Exchange of India.	As per the Regulation 108, Company has filed the application for listing, after twenty days from the date of allotment to National Stock Exchange of India Limited.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder 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 thereunder:

**COMPANY SECRETARY IN PRACTICE**

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.
1	National Stock Exchange of India Limited	Non Compliance of Regulation 108 of Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 Read with SEBI Circular no CIR/CFD/DIL/57/2017 dated June 15, 2017	Total Fine of Rs. 3,30,400/- was levied by National Stock Exchange of India Limited	Company has paid the total fine of Rs. 3,30,400/- and made the compliance good.

(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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Following transactions were made by directors during the closure of trading window from (24 <sup>th</sup> May, 2018 to 02 <sup>nd</sup> June 2018)  1. Mr. Y R Nagaraj, Managing director of the company has created a	The Directors of the company have dealt with the shares during the closure of trading window.	Company is regularly intimating the promoters and Directors on the Closure of Trading window and education w.r.t same is being provided to all the Directors and promotes.	During the period under review the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 was not attracted.

**N.V.S.S.SURYANARAYANA RAO**

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**COMPANY SECRETARY IN PRACTICE**

	pledge on 25 <sup>th</sup> May, 2018 and Mr. A Ayodhya Rami Reddy has created a pledge on shares on 25 <sup>th</sup> May, 2018			
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VENKATA SATYA SESH  
SURYANARAYAN  
A RAO NEDUNURI

Digitally signed by  
VENKATA SATYA SESH  
SURYANARAYAN  
NEDUNURI  
Date: 2020.07.07  
14:43:56 +05'30'

Signature:

**N.V.S.S. SURYANARAYANA RAO**

ACS Number: **5868**

Certificate of Practice Number: **2886**

UDIN: A005868B000422526

Place: Hyderabad

Date: 07/07/2020