

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

Ramky Infrastructure Limited ('the Company') has always been committed to maintain sound corporate governance standards and ethical business practices. This involves institutionalizing the Company's philosophy on corporate governance across business activities, which is based on the principles of accountability, transparency responsibility and fairness in all aspects of its operations.

The basic parameters of Corporate Governance norms, across the operations of the Company and in its interaction with all the stakeholders, to establish an enduring relationship with and maximize the wealth of stake holders. The Company believes that these practices will not only result in sustainable growth of the company but will also result in meeting every stake holder expectations.

This Chapter reports the Company's compliance with the Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations) as given below:

BOARD OF DIRECTORS

The Board of Directors of the Company currently consists of Eight Directors. As on the end of the financial year 31.03.2021, the Company has not appointed the Chairman to the Board. The Managing Director and the Executive Director manages the day-to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors.

a) Composition and Category of directors as on March 31, 2021

Category	No. of Directors
Promoter Director(s)	1
Executive Director(s)	1
Non - Executive Director(s)	1
Independent Director(s)	4
Nominee Director(s)	1
Total	8

The composition of the Board is in conformity with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Attendance of each director at the Board meetings held during the year 2020-21 and at the last Annual General Meeting.

Name of the Director	Category	Meetings held during the year	Meetings attended	Attendance at Last AGM i.e. 23.09.2020
Mr. Rathnakara Nagaraja Yancharla	Promoter, Managing Director	4	4	Yes
Mr. Ravi Prasad Polimetla*	Whole time Director	4	4	Yes
Dr. Anantapurguggilla Ravindranath Reddy	Non-Executive Director	4	4	Yes
Mr. Murahari Reddy Velpula	Non-Executive Independent Director	4	4	Yes
Ms. Rama Devi Allam**	Non-Executive Independent Director	4	4	No
Ms. Mahpara Ali	Nominee Director	4	4	Yes
Dr. Ravikumar Reddy Somavarapu	Non-Executive Independent Director	4	4	Yes
Dr. Gangadhara Sastry Peddibhotla	Non-Executive Independent Director	4	4	Yes

*Mr. Ravi Prasad Polimetla was appointed as Director by members at their AGM held on 23.09.2020 and his appointment as Whole-time Director regularized w.e.f. 08.02.2020.

** Ms. Allam Rama Devi was Re-appointed as Independent Director by members at AGM held on 23.09.2020 for a period of 5 years w.e.f. 30.09.2020.

c) Number of other Board of Directors or Committees in which a Directors is a member or Chairperson as at March 31, 2021

Name of the Director	Board		Committee		Name of the Listed entity in which directorship/Category
	Chairman	Member	Chairman	Member	
Mr. Y. R. Nagaraja	-	7	-	1	Nil
Mr. Ravi Prasad Polimetla	-	7	-	-	Nil
Dr. A.G. Ravindranath Reddy	-	3	-	3	Tanla Platforms Limited/Non-Executive Director
Mr. V. Murahari Reddy	-	2	1	2	Nil
Mrs. A. Rama Devi	-	7	-	-	Nil
Mrs. Mahpara Ali	-	3	-	-	Deccan Cements Limited/Independent
Dr. S. Ravikumar Reddy	-	3	1	2	Nil
Dr. P. Gangadhara Sastry	-	6	-	7	Nil

*excludes private companies, foreign companies and membership in committees other than stake holder relationship and audit committee.

d) **No. of Board Meetings held and dates on which they were held during the year 2020-21**

Quarter	No. of Meetings	Dates on which held
April – June 2020	1	15.06.2020
July – September 2020	1	19.08.2020
October – December 2020	1	09.11.2020
January – March 2021	1	12.02.2021
Total	4	

e) **Disclosure of relationships between directors inter-se**

The Directors are not related to each other in terms of the definition of “Relative” under Section 2(77) of the Companies Act, 2013 and Rules framed there under. There is only one Promoter Director on the Board of the Company who is not related to any other Board members. Hence, there is no inter-se relationship existing between the Directors of the Company

a) **Independent Directors Meeting**

A meeting of the Independent Directors was held on 14.06.2021 which was attended by the Independent Directors. The Independent Directors have evaluated the performance of the Non-Independent Directors, the Board as a whole and the Chairman of the Board for the Financial Year 2020-21. The Board was briefed on the deliberations made at the Independent Directors Meeting.

b) **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. Structured questionnaires were prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of participation in the meetings and contribution, independence of judgement, safeguarding the interest of the Company and other stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. Further, the performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 177 of the Companies Act, 2013 and as per the SEBI (LODR) Regulations, 2015. The Audit Committee consists of a combination of Non-Executive Director and Non-Executive Independent Directors and assists the Board in fulfilling its overall responsibilities. The Company Secretary acts as the Secretary of the Committee.

i) **Brief description of terms of reference**

The terms of reference of the Audit Committee include the following:

- Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
- Matters required being included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;

VALUE RESEARCH PREMIUM

- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanations

- I. The term "Related Party Transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of SEBI (LODR) 2015
- II. Composition, name of members and Chairperson
The Audit Committee comprises of the following directors.

Name of the Member	Status
Dr. Ravikumar Reddy Somavarapu	Chairman
Mr. Murahari Reddy Velpula	Member
Dr. Ravindranath Reddy Anantapurguggilla	Member

Meetings and attendance during the year 2020-21

Name of the Member	Meetings held during the year	Meetings attended
Dr. Ravikumar Reddy Somavarapu	4	4
Mr. Murahari Reddy Velpula	4	4
Dr. A G Ravindranath Reddy	4	4

NOMINATION AND REMUNERATION COMMITTEE

a. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- ✓ To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ✓ To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- ✓ To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- ✓ To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ✓ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- ✓ To devise a policy on Board diversity
- ✓ To develop a succession plan for the Board and to regularly review the plan;

b. COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON

The Nomination and Remuneration Committee comprises of the following directors.

Name of the Director	Status
Mr. Murahari Reddy Velpula	Chairman
Dr. Gangadhara Sastry Peddibhotla	Member
Dr. Anantapurguggilla Ravindranath Reddy	Member

c. MEETINGS AND ATTENDANCE DURING THE YEAR 2020-21:

Name of the Member	Meetings held during the year	Meetings attended
Mr. Murahari Reddy Velpula	1	1
Dr. P Gangadhara Sastry	1	1
Dr. A. G. Ravindranath Reddy	1	1

d. REMUNERATION POLICY

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay.

Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

e. DETAILS OF REMUNERATION TO THE DIRECTORS

(Rs. in Millions)

Particulars	Executive		Non-Executive Director	
	Mr. Y. R. Nagaraja*	Mr. Ravi Prasad Polimetla*	Non-Executive Director	Independent Directors
Salary	0	3.157	0	NA
Commission	0	0	0	NA
PF Contribution	0	0	0	NA
Sitting fees	0	0	0.45	1.020
Total	0	3.157	0.45	1.020

* Mr. Y. R. Nagaraja is appointed for a term of 5 years

* Mr. Ravi Prasad Polimetla is appointed for a term of 3 years.

The compensation of the executive directors comprises of fixed component. The Executive Directors are not paid sitting fees for any Board / Committee meetings attended by them.

The Non-Executive Independent Directors were paid the sitting fees for the meeting of the Board or Committee attended by them pursuant to the provisions of Section 2(78) & 197 of the Companies Act, 2013, and sitting fees is paid to Non-Executive Director during the financial year 2020-21. Executive directors are not entitled to any sitting fees.

The company has not issued any stock options to the Directors of the Company for the Financial Year ended 31st March 2021.

f. Directors Familiarization Program:

Your Company has a system to Induce the newly elected Director on board. In accordance with the details of the programmes conducted by the Company for the familiarisation of Independent Directors are posted on the website of the Company under the web-link: www.ramkyinfrastructure.com

The matrix presenting the directors' area of expertise against their experience in the respective field is specified hereunder:

The List of core skills / expertise / competencies which are identified by the Board of Directors as required in the context of the business of the Company to function effectively are

- a. Business and Administration
- b. Finance and accounts
- c. Legal and governance
- d. Industry knowledge
- e. Analytical skills
- f. Decision making skills.
- g. Leadership skills
- h. Risk Management

Director - wise skills to be presented.

Name of the Director	Designation	Years of Experience (approx.)	Field of Expertise
Mr. Rathnakara Nagaraja Yancharla	Managing Director	32	<ul style="list-style-type: none"> • Business and Administration • Decision making Skills • Leadership Skills • Industry Knowledge
Mr. Ravi Prasad Polimetla	Whole-time Director	22	<ul style="list-style-type: none"> • Business and Administration • Decision making Skills • Leadership Skills • Industry Knowledge • Risk management
Dr. Anantapurguggilla Ravindranath Reddy	Non-Executive Director	30	<ul style="list-style-type: none"> • Analytical Skills • Corporate Law Expert • Industry Exposure • Legal and governance
Dr. Ravi Kumar Reddy Somavarapu	Independent Director	32	<ul style="list-style-type: none"> • Finance • Taxation • Industry Knowledge

VALUE RESEARCH PREMIUM

Name of the Director	Designation	Years of Experience (approx.)	Field of Expertise
Mr. Murahari Reddy Velpula	Independent Director	56	<ul style="list-style-type: none"> Industry Knowledge Leadership Skills
Dr. Peddibhotla Gangadhara Sastry	Independent Director	59	<ul style="list-style-type: none"> Finance and accounts Industry Experience
Ms. Mahapara Ali	Nominee Director	48	<ul style="list-style-type: none"> Legal and governance Industry knowledge Banking Expert
Ms. Rama Devi Allam	Independent Director	10	<ul style="list-style-type: none"> Industry Knowledge Governance

Confirmation that in the opinion of the Board the Independent Directors full fill the conditions specified in the Listing Regulations and are independent of the management:

The Board of Directors confirms that in their opinion the Independent Directors fulfil the conditions specified by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the Year under review, there is no change in the composition of the Independent directors on the board as compared to previous year.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted pursuant to the provisions of SEBI (LODR) Regulations, 2015.

a. BRIEF DESCRIPTION OF TERMS OF REFERENCE

The Committee shall specifically look into the redressal of shareholder and investors complaints which, inter alia, include transfer of shares, non-receipt of annual report, refund orders and dividends.

- ❖ The Board has designated Mr. Akash Bhagadia, Company Secretary as the Compliance Officer.
- ❖ Upon his resignation Mr. Arjun Upadhyay, Company Secretary is designated as Compliance officer of the entity
- ❖ The company has received only one shareholder complaint during the year 2020-21
- ❖ There were no Complaints/Grievances pending for the year 2020-21.
- ❖ There are no share transfers pending at the end of the financial year.

b. CONSTITUTION AND COMPOSITION OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE.

Name of the Director	Status
Mr. Murahari Reddy Velpula	Chairman
Dr. Ravikumar Reddy Somavarapu	Member
Mr. Rathnakara Nagaraja Yancharla	Member

c. MEETINGS AND ATTENDANCE DURING THE YEAR 2020-21:

Name of the Member	Meetings held during the year	Meetings attended
Mr. Murahari Reddy Velpula	4	4
Dr. Ravikumar Reddy Somavarapu	4	4
Mr. Y R Nagaraja	4	4

6. GENERAL BODY MEETINGS

(I) The details of last three Annual General Meetings are as under.

Annual General Meeting	Venue	Time & Date	Number of Special Resolutions passed	Details of Special Resolutions
2020	Other Audio Visual Means	11:35 AM on Wednesday the 23 rd September 2020	1	➤ Re-Appointment of Ms. Allam Rama Devi as Independent Director
2019	The Federation of Telangana Chambers of Commerce & Industry (FTCCI), K L N Prasad Auditorium, Federation House, Red Hills, Hyderabad - 500 004, Telangana,	03.00 PM Monday, September 16, 2019	3	<ul style="list-style-type: none"> ➤ Re-appointment of Mr. Murahari Reddy Velpula (DIN: 01865148) as Independent Director of the Company. ➤ Appointment of Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) as Director ➤ Appointment of Dr. Sastry Gangadhara Peddibhotla (DIN: 01890172) as Independent Director
2018	AVASA Hotel, Plot No-15,24,25&26, Sector -1, Survey No-64, Huda Techno Enclave, Madhapur, Hyderabad-500081	03.00 PM Tuesday, September 25, 2018	0	NIL

(II) Extra-ordinary General Meeting / Postal ballot

During the period under review the company has not held any extra ordinary General Meeting or conducted any Postal Ballot.

To widen the participation of shareholders in company decisions, the Securities and Exchange Board of India has directed top 500 listed companies to provide e-voting facility to their shareholders from October, 2012 onwards, in respect of those businesses which are transacted through postal ballot.

Further, the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015 also requires a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings.

(III) Whether any special resolution passed last year through postal ballot – No

(IV) No Special Resolution is proposed to be passed through a Postal ballot at the ensuing Annual General Meeting.

7. DISCLOSURES

- (i) During the period under review, there are no significant related party transactions with the Company's Promoters, Directors, the Management or relatives that may have potential conflict with the interest of the Company at large. Related party transactions have been disclosed in Notes to the Annual Accounts (Refer Schedule 42). The Company has framed a Policy on Related Party Transactions and the same is available on website of the Company at www.ramkyinfrastructure.com.
- (ii) The Company has complied with all the requirements and as well as the SEBI (LODR) Regulations, 2015. No other penalty or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years. The company was listed on the exchanges on October 08, 2010. During the period under review NSE has imposed a penalty for delay in filing related party transactions for the half year ended 30.06.2020. However, The Company has made an application and has received waiver of the same in May 2021.
- (iii) The information on Directors seeking appointment/ re-appointment is provided in the notes to the notice of the Annual General Meeting under the heading "Directors seeking Appointment/Re-appointment at the ensuing Annual General Meeting".
- (iv) The Board has also constituted a committee named as "Board Committee" for undertaking the regular /day to day business activities. The following are the members of the Committee:

S.No	Name of Director	Nature of Directorship
1.	Mr. Y.R. Nagaraja	Managing Director
2.	Mr. Ravi Prasad Polimetla	Whole-time Director

The Gist of the Committee Meetings are placed before every Board Meeting for its approval/ confirmation.

- (v) The Company has complied with all the mandatory requirements of Compliance with Corporate Governance requirements specified in Regulation 17-27 and clauses (b) to (i) of Sub-regulation(2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Company has not adopted any of the non-mandatory requirements as per the SEBI (LODR) Regulations, 2015.
- (vii) The shareholding of the Non –Executive Directors in the Company as on March 31, 2021 is as under:

S.No	Name of the Director	No of shares
1.	Dr. A. G. Ravindranath Reddy	0
2.	Mr. V. Murahari Reddy	0
3.	Mrs. A. Rama Devi	0
4.	Dr. P Gangadhara Sastry	0
5.	Dr. S. Ravikumar Reddy	0
6.	Mrs. Mahpara Ali	0

(viii) Pecuniary transactions with Non-Executive Directors

There were no pecuniary transactions with any of the Non-Executive Directors except for sitting fees paid as Directors for attending the meetings of the Company.

- (ix) As required under SEBI (LODR) Regulations, 2015, the Certificate on Corporate Governance Practising Company Secretary has been provided which forms part of this board report as **Annexure - VIIA** given as an annexure to the Directors' Report.
- (x) As required under SEBI (LODR) Regulations, 2015, the declaration issued by the Managing Director is provided in **Annexure – VIIB** forming part of this Annual Report.

8. MEANS OF COMMUNICATION

- (i) The Company does not send the quarterly results to each household of shareholders. The quarterly, half yearly and annual results are intimated to the stock exchanges and also are published in prominent daily newspapers such as 'Financial Express (English) & Nava Telangana (Telugu).
- (ii) The Company posts all the vital information relating to the Company and its performance / results including the press releases on its web site - www.ramkyinfrastructure.com for the benefit of the shareholders and public at large.
- (iii) The presentations made to the investors are also uploaded on the website of the company.

- (iv) SEBI Complaints Redressal System (SCORES): SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.
- (v) The Management Discussion and Analysis Report is attached in **Annexure – VI** which forms part of this Board Report.
- (vi) Reconciliation of share capital Audit (Formerly Secretarial Audit Report): A qualified practicing company secretary carried out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Reconciliation of share capital Audit confirm that the total issued / Paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.
- (vii) As per the whistle Blower policy applicable to the company, there is an ombudsman who is responsible for its implementation.
- (viii) A Dashboard containing the risks identified if any, will be placed to the audit committee and measures taken by the management will be discussed to mitigate.

9. Measures for prevention of Insider trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the company framed a Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its directors and designated employees. The code lays down guidelines, which mandates the directors and designated employees on the procedures to be followed and disclosures to be made while dealing with the shares of the company and also appraises the consequences for the violations.

Details of the code for prevention of insider trading are available at the company's website viz. www.ramkyinfrastructure.com

10. GENERAL SHAREHOLDER' INFORMATION:

i. 27 th Annual General Meeting:	Date : 25 th Day of August, 2021 Time : 03.00 PM Venue: Through Video Conferencing and other Audio visual Means
ii. Financial Year	April 1, 2020 to March 31, 2021
iii. Listing on Stock Exchanges	National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (East) , Mumbai – 400 051 BSE Ltd, (Bombay Stock Exchange) P.J Towers, Dalal Street, Mumbai – 400 001
iv. Stock Code/Symbol	NSE: RAMKY EQ BSE : 533262/RAMKY EQ
v. Annual Listing fees to Stock Exchanges (NSE/ BSE)	Listing Fees as applicable have been paid.
vi. Dividend payment date	NA
vii. Registrar and Transfer Agents	KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032, Telangana. Customercare Number: 1-800-309-4001 Email: einward.ris@karvy.com
viii. Share Transfer System	All the transfers received are processed and approved by the Registrar and Transfer Agents and same is reviewed by the Stakeholders' Relationship Committee. The Share Transfer Committee approves the transfer of shares in the physical form and the share transfers are registered and returned within the stipulated time, if the documents are clear in all respects
ix. Distribution of Shareholding	As per Annexure B (iii)
x. Dematerialisation of shares and Liquidity	As on March 31, 2021, 6,91,55,069 shares representing 99.94% of the shareholding have been dematerialized. The balance 42,722 equity shares representing 0.06% were in physical form. The Company's shares are compulsorily traded in dematerialised form and are regularly traded on NSE and BSE. The ISIN Number allotted for the Equity shares is INE874I01013.
xi. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity:	There were no outstanding GDRs/ ADRs / Warrants or any Convertible Instruments of the Company.
xii. Commodity price risk or foreign exchange risk and hedging activities;	Not Applicable
xiii. Plant locations/offices;	The company operates from various work sites spread across the country and the operations are centralised at the Registered /Head office at Ramky Grandiose, 15 th Floor, Survey No. 136/2 & 4, Gachibowli, Hyderabad – 500 032

VALUE RESEARCH PREMIUM

xiv. Registered Office/ address for correspondence	<p>Investor correspondence may be addressed to: KFin Technologies Private Limited Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032, Telangana. Customecare Number: 1-800-309-4001 Email: einward.ris@karvy.com</p> <p>For Correspondence to the Company: Ramky Infrastructure Limited, Ramky Grandiose, 15th Floor, Survey No. 136/2 & 4, Gachibowli, Hyderabad – 500 032, Telangana.s Phone: 040-23015000 Fax : 040-23015444 Email: investors@ramky.com secr@ramk.com</p>
xv. Market Price Data High, Low during each month in last Financial year	Please see Annexure 'A'
xvi. Performance in comparison to BSE Sensex and S&P CNX Nifty	Please see Annexure 'B'
xvii. Whether Shares are suspended during the year	Not Applicable
xviii. Plant Locations	Please refer Business Responsibility Report

Annexure A

i. Market Price Data

The monthly high/low prices of shares of the Company and number of shares traded during each month on NSE & BSE are given below:

Month & Year	Price		Total No of Shares Traded (Approx)
	NSE		
	High (Rs.)	Low (Rs.)	
Apr-20	33.90	18.90	14,67,000
May-20	32.30	27.60	6,35,000
Jun-20	42.20	30.10	23,58,000
Jul-20	41.70	33.70	36,64,000
Aug-20	38.95	33.30	39,70,000
Sep-20	35.35	28.25	14,75,000
Oct-20	31.70	28.00	12,08,000
Nov-20	35.50	27.40	17,67,000
Dec-20	58.45	33.25	72,31,000
Jan-21	57.10	41.30	8,46,000
Feb-21	78.80	47.00	19,55,000
Mar-21	97.90	72.15	39,97,000

Source: www.nseindia.com

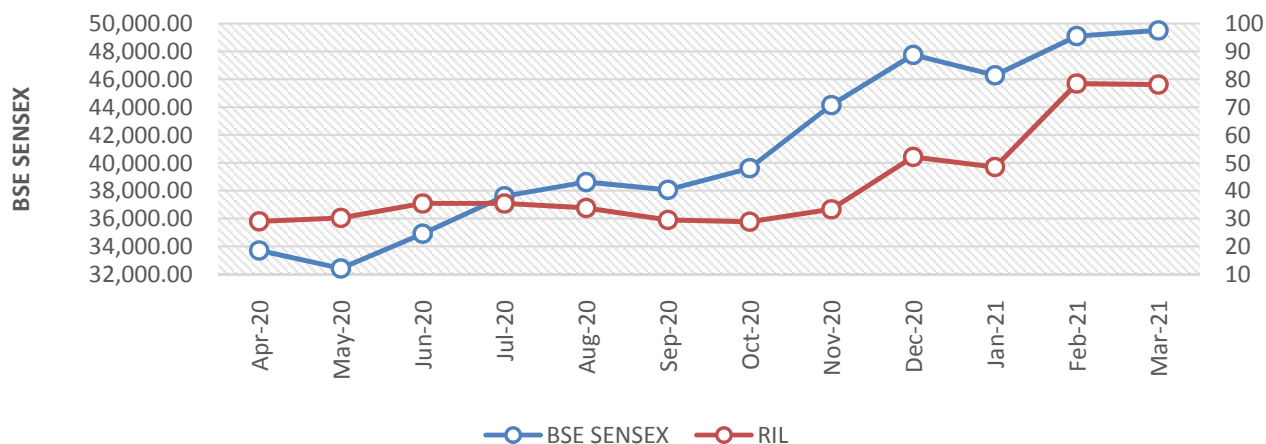
Month & Year	Price		Total No of Shares Traded (Approx)
	BSE		
	High (Rs.)	Low (Rs.)	
Apr-20	33.70	19.90	80,891
May-20	32.00	27.05	43,580
Jun-20	42.00	30.55	2,54,561
Jul-20	41.70	34.05	3,84,820
Aug-20	39.00	33.45	2,52,699
Sep-20	34.45	28.00	1,31,648
Oct-20	31.60	28.15	1,68,750
Nov-20	35.50	27.80	1,39,739
Dec-20	58.25	34.00	7,98,302
Jan-21	55.90	41.80	2,09,958
Feb-21	78.45	46.10	2,13,842
Mar-21	98.50	71.35	6,85,824

Source: www.bseindia.com

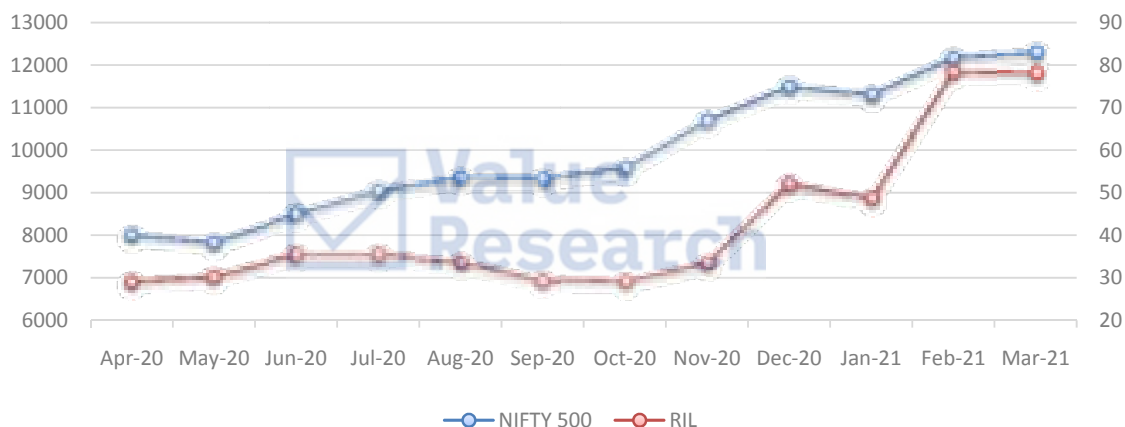
VALUE RESEARCH PREMIUM

Annexure B

i. Performance in comparison to BSE SENSEX



Performance comparison with respect to Nifty



ii. Capital Build up during the Financial Year

During the year under review there is no change in the authorised share capital and Paid up Capital of the Company. The Authorised share capital is Rs. 70,00,00,000 divided into 7,00,00,000 equity shares of Rs. 10/- each and Paid-up Share Capital is Rs. 69,19,77,910 divided into 6,91,97,791 equity shares of Rs. 10/- each.

iii. Distribution of Shareholding as on March 31, 2021:

Sl.No.	Category (No of Shares)	No. of Holders (Folio)	% To Holders	No of Shares	Amount(Rs.)	% To Equity
1	1 - 5000	16,981	87.32	19,09,321	1,90,93,210	2.75
2	5001 - 10000	1073	5.52	8,64,064	86,40,640	1.24
3	10001 - 20000	547	2.81	8,29,000	82,90,000	1.19
4	20001 - 30000	240	1.23	6,21,297	62,12,970	0.90
5	30001 - 40000	110	0.56	3,88,352	38,83,520	0.56
6	40001 - 50000	91	0.46	4,27,661	42,76,610	0.62
7	50001 - 100000	176	0.90	12,90,720	1,29,07,200	1.86
8	100001 and above	229	1.177	6,28,67,376	62,86,73,760	90.85
	TOTAL:	19,447	100.00	6,91,97,791	69,19,77,910	100.00

iv. **Share holding pattern of the company as on March 31, 2021:**

Category	No. of shares held	Percentage of shareholding
Promoters	4,83,19,299	69.83
Resident Individuals	1,62,99,226	23.55
Bodies Corporates	36,49,420	5.27
Indian Financial Institutions & Banks	88,015	0.13
NRI/Clearing members/Trusts/HUF/Foreign Portfolio Investors/ others	8,41,831	1.22
Total	6,91,97,791	100.00

11. Other disclosures

a. Disclosures on Materially Significant Related Party Transactions that may have potential conflict with the interests of listed entity at large:

There are no related party transaction during the financial year under review.

There is no Remuneration being paid to Managing Director. The Remuneration being paid to Whole-time Director is in accordance with the shareholder approval. Policy for Related Party Transactions is hosted on the Company's website at www.ramkyinfrastructure.com

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

Due to the COVID 19 outbreak and the lockdown followed thereafter there was an inadvertent delay on the part of the company in filing Related Party transaction as require under Regulation 23(9) of SEBI (LODR) 2015 for Half Year ended 30.09.2020.

Barring the above there is no non-compliance or any penalty imposed by the stock exchanges during the period under review.

c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has formulated a Whistle Blower Policy and has also established a vigil mechanism for employees and directors to report genuine concerns and instances of fraud/ illegal activities and no personnel had been denied access to the Audit Committee.

The Policy is placed on the website of the Company under the website www.ramkyinfrastructure.com

As per the Policy and Internal Code of Conduct all personnel of the Company have been given access to the Chairman of Audit Committee.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements enumerated in the SEBI (LODR) 2015 regulations and the Companies Act, 2013 read with the rules made thereunder and is also in compliance with non-mandatory requirements to the extent possible.

e. Policy for determining "material" subsidiaries.

The Company has adopted a Policy for determining material subsidiaries as specified under SEBI (LODR) 2015.

f. Web link of the policy on dealing with Related Party Transactions.

The Board has formulated a policy on Related Party Transactions and has revised it from time to time in the light of amendments to the Listing Regulations and the same is available at www.ramkyinfrastructure.com

g. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

The Company is not dealing in any commodities.

h. A certificate from Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary, Hyderabad stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority, such disclosure has been enclosed separately as Annexure - VIIC to this Report.

i. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

j. Whether the Board had not accepted any recommendation of any Committee of the Board, which is mandatorily required, in the relevant financial year: Nil. All recommendations of the Committee have been taken note off by the board.

k. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The disclosure pertaining to the complaints are given hereunder:

No of complaints received during the year	Nil
No of complaints disposed off during the year	Nil
No of complaints pending as on end of financial year	Nil

l. Non-compliance of any requirement of Corporate Governance Report, with reasons thereof shall be disclosed:

All the above requirements w.r.t. this Report has been complied with.

m. The extent to which the discretionary requirements as specified in the Part E of Schedule II have been adopted:

Discretionary Requirements: The Company has adopted the Discretionary Requirement to the extent Possible.

i. Modified opinion(s) in audit report:

There are no modified opinions in the Audit Report for the financial year ended 31st March, 2021. However, the Emphasis of Matter Para by auditor has been disclosed in Board report and a corresponding reply by the Management has been made part of the Board Report.

ii. Reporting of Internal Auditor:

The Internal Auditor of the Company reports directly to the Chairman of the Audit Committee, stating observations, if any.

iii. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the Annual Report.

Regulation	Particulars of Regulations	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
17A	Maximum Number of Directorship	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholder Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	Yes
24A	Secretarial Audit	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

n. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management:

The Company has in place a comprehensive Code of Conduct (the Code) pursuant to Regulation 17(5) of Listing Regulations which is applicable to all the senior management personnel and directors including independent directors to such extent as may be applicable to them depending on their roles and responsibilities.

Declaration on compliance with Code of Conduct is enclosed as **Annexure - VIIB** to this Report.

o. CEO and CFO Certification

Chief Executive Officer and Chief Financial Officer have provided a certificate in compliance with the Regulations 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such certificate forms part of the Annual Report as **Annexure –VIID**.

p. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report:

Compliance Certificate on the compliance of conditions of corporate governance pursuant to Para E of Schedule V to the SEBI (LODR) Regulations, 2015 from Mr. N.V.S.S. Suryanarayana Rao, Practising Company Secretary, Hyderabad, is enclosed as an Annexure to this Report as **Annexure - VIIA**.

Unclaimed Dividend

In terms of section 124 and 125 of the Companies Act, 2013, the company is required to transfer the amount of dividend remaining unclaimed for a period of 7 years from the due date of payment to the Investor Education and Protection Fund (IEPF).

Shareholders are requested to ensure that they claim the dividends from the company before transfer to the IEPF.

Auditor Fees

Total fees for all services paid by the listed entity and its subsidiaries on a consolidated basis to the statutory auditors and all entities in the network firm/ network entity of which the statutory auditor is a part

Name of Auditor	Fees paid by Ramky Infrastructure Ltd	Consolidated fees paid by subsidiaries	Fees paid to Network firm/ entity
M.V. Narayana Reddy & Co., Chartered Accountants	3.30 Millions INR	Nil	Nil

Plant Locations / Offices: The company operates from various work sites spread across the country and the operations are centralised at the Registered /Head office at Ramky Grandiose, 15thFloor, Survey No. 136/2 & 4, Gachibowli, Hyderabad – 500 032, Telangana.

Details of unclaimed shares:

SEBI vide its Circular No.CIR/CFD/DIL/10/2010 dated December 16, 2010 amended the listing agreement entered into with Stock Exchanges wherein under Clause 5A, the Company is required to open an unclaimed suspense account with a depository participant and transfer all the unclaimed share certificates of members after giving three reminders.

As on March 31, 2021 your Company has 6,91,97,791 equity shares in dematerialised and physical mode. There are no shares pending credit to the members. Hence, the balance in the unclaimed suspense account is NIL.

Address for Correspondence: Investor correspondence may be addressed to:

- a. for Physical / Demat Mode
M/s. KFin Technologies Private Limited
Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032. Telangana
Phone: 1-800-309-4001
Email: einward.ris@karvy.com
- b. for Correspondence to the Company:
**The Managing Director,
Ramky Infrastructure Limited,**
Ramky Grandiose, 15th Floor, Survey No. 136/2 & 4,
Gachibowli, Hyderabad – 500 032, Telangana
Phone: 040 - 23015000
Fax : 040 - 23015444.
Email: investors@ramky.com, secr@ramky.com

Green Initiative for Paperless Communications:

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies through electronic mode. In accordance with the recent circular bearing no.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders. This is a golden opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

This move by the Ministry is a welcome move, since it will benefit the society at large through reduction in paper consumption and contribution towards a greener environment. Additionally, it will avoid loss in postal transit, save time, energy and costs.

Pursuant to the said circular, the company has forwarded e-mail communication on June 13, 2011 to all Shareholders whose email id were registered in the Depository records that the company intends to use the said e-mail id to send various Notices/ Correspondences etc .

By Understanding the underlying theme of the above circulars, to support this green initiative of the Government in full measure, the company is sending the documents like notice convening general meetings, financial statements, directors reports, auditor's report etc to the email address registered with the depositories by the Shareholders holding shares in electronic form and for shareholders holding shares in physical form, the physical copy to the address registered with the Registrar and Share transfer Agents of the Company.

In this regard, we request Shareholders who have not registered their email addresses, so far to register their email addresses, in respect of electronic holding with depository through their concerned depository participants and Members who hold shares in physical form are requested to send the required details to the Registrar and Share Transfer Agent, **M/s. KFin Technologies Private Limited** at Karvy Selenium, Tower B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032.

Code of Conduct for Board of Directors and Senior Management

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A Declaration signed by the Managing Director is furnished here under.

A copy of the Code of Conduct applicable for the Board and Senior Management has been placed on the Web site of the company viz: www.ramkyinfrastructure.com

For and on behalf of the Board of
Ramky Infrastructure Limited

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

Sd/-
P. Ravi Prasad
Whole-time Director
DIN: 07872103

Place: Hyderabad
Date : 23.07.2021