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Hyderabad – 500 034

Visweswara Rao & Associates
SRI, Plot No.512A1,
Road No.31, Jubilee Hills
Hyderabad – 500 033

**Independent Auditor's Report on Annual Financial Results of Ramky Infrastructure Limited
Pursuant to the Clause 41 of Listing Agreement**

To the Board of Directors of Ramky Infrastructure Limited

We have audited the accompanying annual financial results of Ramky Infrastructure Limited ('the Company') for the year ended 31 March 2014 attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding "Public Shareholding" and "Promoters and Promoter Group Shareholding", which have been traced from disclosures made by the Management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 March 2014 and the corresponding quarter ended in the previous year as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

Management's Responsibility for the Financial Results

These financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results upto the end of the third quarter. Management is responsible for the preparation of these financial results that give a true and fair view of the net loss and other financial information of the Company in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India and in compliance with Clause 41 of the Listing Agreement.

This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial results based on our audit of the annual financial results. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our qualified opinion.

Basis for Qualified Opinion

We draw attention to note 6 to the financial results with regard to recognition of deferred tax asset on unabsorbed depreciation and business losses incurred by the Company during the year aggregating to ₹ 20,209.62 lakhs. Based on existing unexecuted orders on hand the Management is confident of the virtual certainty of sufficient future taxable income for realization of deferred tax assets as enunciated in Accounting Standard 22 "Accounting for Taxes on Income" (AS 22). However, in our opinion, the requirements of virtual certainty criteria may not be met due to the lack of convincing supporting evidence that sufficient future taxable income will be available. Had the aforesaid deferred tax asset not been recognised, loss after tax of the Company for the year ended March 31, 2014 would have been higher by ₹ 20,209.62 lakhs.



Independent Auditor's Report on Annual Financial Results of Ramky Infrastructure Limited
Pursuant to the Clause 41 of Listing Agreement (continued)

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph*, these financial results:

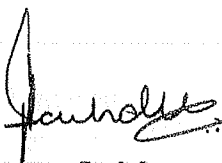
- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) gives a true and fair view of the net loss and other financial information for the year ended 31 March 2014.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

Emphasis of Matter

- a) Without qualifying our opinion, we draw attention to note 4 to the financial results, regarding the search and seizure operations carried out by the Income Tax Authorities on the Company during the previous year. The Company has during the year received the intimations for reassessment of income from the Income Tax department for filing the revised returns for the relevant assessment years, which has been filed by the Company. The additional tax liabilities accepted amounting to ₹1,077.57 lakhs have been recognised and disclosed as tax relating to prior years in the accompanying financial results.
- b) Without qualifying our opinion, we draw attention to note 7 to the financial results with regard to contracts not being pursued on account of foreclosure by the Company/ disputes with customers. As at 31 March 2014 an amount of ₹ 7,762.68 lakhs (including amount pertaining to advances, trade receivables, Contract work-in-progress and performance bank guarantee invoked by them) is receivable from these customers. The Management of the Company, keeping in view the long term nature of the contracts, terms and conditions implicit in these contracts and the ongoing discussions based on which steps to recover are currently in process, is confident of recovering the aforesaid amount as these are contractually tenable.

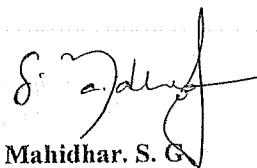
for BSR & Co. LLP
Chartered Accountants
Firm Registration No.: 101248W



Supreet Sachdev
Partner
Membership No.: 205385

Place : Hyderabad
Date : 20 June 2014

for Visweswara Rao & Associates
Chartered Accountants
Firm Registration No.: 005774S



Mahidhar. S. G.
Partner
Membership No.: 216463

Place : Hyderabad
Date : 20 June 2014

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Independent Auditor's Report on the Annual Consolidated Financial Results of Ramky Infrastructure Limited Pursuant to the Clause 41 of Listing Agreement

To the Board of Directors of Ramky Infrastructure Limited

We have audited the accompanying annual consolidated financial results of Ramky Infrastructure Limited ("the Company") its subsidiaries, jointly controlled entities and associates (collectively referred to as the "Group") for the year ended 31 March 2014 attached herewith, being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding "Public Shareholding" and "Promoters and Promoter Group Shareholding", which have been traced from disclosures made by the Management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 March 2014 and the corresponding quarter ended in the previous year as reported in these consolidated financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

Management's Responsibility for the Consolidated Financial Results

These consolidated financial results have been prepared on the basis of the annual consolidated financial statements and reviewed quarterly consolidated financial results upto the end of the third quarter. Management is responsible for the preparation of these consolidated financial results that give a true and fair view of the net loss and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India and in compliance with Clause 41 of the Listing Agreement.

This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial results based on our audit of the annual consolidated financial results. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement.

An audit includes examining, on a test basis, evidence supporting the amounts disclosed in consolidated financial results. An audit includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our qualified opinion.

Basis for Qualified Opinion

We draw attention to note 7 to the consolidated financial results with regard to recognition of deferred tax asset on unabsorbed depreciation and business losses incurred by the Company during the year aggregating to ₹ 20,209.62 lakhs. Based on existing unexecuted orders on hand the Management is confident of the virtual certainty of sufficient future taxable income for realization of deferred tax assets as enunciated in Accounting Standard 22 "Accounting for Taxes on Income" (AS 22). However, in our opinion, the requirements of virtual certainty criteria may not be met due to the lack of convincing supporting evidence that sufficient future taxable income will be available. Had the aforesaid deferred tax asset not been recognised, loss after tax and minority interest for the year ended March 31, 2014 would have been higher by ₹ 20,209.62 lakhs.

Independent Auditor's Report on the Annual Consolidated Financial Results of Ramky Infrastructure Limited Pursuant to the Clause 41 of Listing Agreement (continued)

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph*, these consolidated financial results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) gives a true and fair view of the net loss and other financial information for the year ended 31 March 2014.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

Emphasis of Matter

- (a) Without qualifying our report, we draw attention to note 3 to the consolidated financial results for the year ended 31 March 2014 in connection with the attachment order of the Enforcement Directorate in respect of certain assets of, M/s Ramky Pharma City (India) Limited ("RPCIL") a subsidiary. RPCIL is contesting the said order. Further, the Management believes that it has complied with the provisions of the concession agreement. Accordingly, any consequential financial impact of the said regulatory action will be known only when the matter is resolved.
- (b) Without qualifying our opinion, we draw attention to note 4 to the consolidated financial results, regarding the search and seizure operations carried out by the Income Tax Authorities on the certain entities of the Group during the previous year. The Group has during the year received the intimations for reassessment of income from the Income Tax department for filing the revised returns for the relevant assessment years, which has been filled by the Group. The additional tax liabilities accepted amounting to ₹ 1,284.37 lakhs have been recognised and disclosed as tax relating to prior years in the accompanying consolidated financial results.
- (c) Without qualifying our opinion, we draw attention to note 8 to the consolidated financial results with regard to contracts not being pursued on account of foreclosure by the Company/ disputes with customers. As at 31 March 2014 an amount of ₹ 7,762.68 lakhs (including amount pertaining to advances, trade receivables, Contract work-in-progress and performance bank guarantee invoked by them) is receivable from these customers. The Management of the Group, keeping in view the long term nature of the contracts, terms and conditions implicit in these contracts and the ongoing discussions based on which steps to recover are currently in process, is confident of recovering the aforesaid amount as these are contractually tenable.

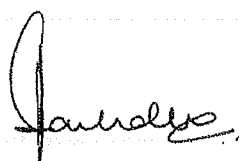


Independent Auditor's Report on the Annual Consolidated Financial Results of Ramky Infrastructure Limited Pursuant to the Clause 41 of Listing Agreement (continued)

Other Matters

- (a) The financial statements of certain subsidiaries, jointly controlled entity and an associate for the year ended 31 March 2014 have been audited by one of the joint auditors, M/s. Visweswara Rao & Associates, whose reports have been furnished to us and accordingly relied upon by us. The attached consolidated financial results include revenue of ₹ 27,706.02 lakhs (net of eliminations), net cash inflow of ₹ 591.59 lakhs for the year ended 31 March 2014 and total assets of ₹ 106,843.66 lakhs (net of eliminations) as at 31 March 2014 from aforementioned subsidiaries. The attached consolidated financial results also include the Group's share of loss of ₹ 8.24 lakhs from the aforementioned associate for the year ended 31 March 2014. Further, the attached consolidated financial results include the Group's share of revenue of ₹ 1,787.51 lakhs (net of eliminations), net cash inflow amounting to ₹ 253.13 lakhs for the year ended 31 March 2014 and total assets ₹ 707.52 lakhs (net of eliminations) as at 31 March 2014 from aforementioned jointly controlled entity.
- (b) The financial statements of certain subsidiaries and jointly controlled entities for the year ended 31 March 2014 have been audited by other auditors, whose reports have been furnished to us and accordingly relied upon by us. The attached consolidated financial results include revenue of ₹ 33,358.79 lakhs (net of eliminations), net cash inflow of ₹ 289.32 lakhs for the year ended 31 March 2014 and total assets of ₹ 84,284.16 lakhs (net of eliminations) as at 31 March 2014 from aforementioned subsidiaries. Further, the attached consolidated financial results include the Group's share of revenue of ₹ 20,042.90 lakhs (net of eliminations), net cash outflow amounting to ₹ 2,141.67 lakhs for the year ended 31 March 2014 and total assets ₹ 133,232.48 lakhs (net of eliminations) as at 31 March 2014 from aforementioned jointly controlled entities.
- (c) The financial statements of an associates have not been subjected to audit either by us or by other auditors and therefore, the financial statements for the year ended 31 March 2014 of this associate have been furnished by the Management. The attached consolidated financial results include the Group's share of loss of ₹ 532.97 lakhs from the aforementioned associate for the year ended 31 March 2014.

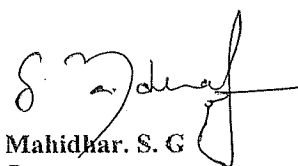
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Supreet Sachdev
Partner
Membership No.: 205385

Place : Hyderabad
Date : 20 June 2014

for Visweswara Rao & Associates
Chartered Accountants
Firm Registration No.: 005774S



Mahidhar S. G
Partner
Membership No.: 216463

Place : Hyderabad
Date : 20 June 2014