RAMKY GROUP

Ramky Enviro Engineers Limited
CIN: U74140TG1994PLC018833
Registered Office:
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NOTICE

Notice is hereby given that Extraordinary General Meeting of the Members of Ramky Enviro Engineers Limited will be held on February 8, 2019 at 10.00 AM at 13th Floor, Ramky Grandiose, Ramky Towers, Gachibowli, Hyderabad 50032 at shorter notice to transact the following special business:

Item No. 1: To appoint Ms. Hwee Hua Lim as Nominee Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of Companies Act, 2013 and the rules and regulations made thereunder, including any statutory modifications or re-enactments, thereof for the time being in force, and any other applicable laws prescribed by the Government of India or any other regulatory authority, whether in India or abroad, the consent of the members be and are hereby accorded to approve the appointment of Ms. Hwee Hua Lim (DIN: 08305430) as Nominee Director of the Company with effect from February 8, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

Item 2: To appoint Mr Sanjay Nayar as Nominee Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of Companies Act, 2013and the rules and regulations made thereunder, including any statutory modifications or re-enactments, thereof for the time being in force, and any other applicable laws prescribed by the Government of India or any other regulatory authority, whether in India or abroad, the consent of the members be and are hereby accorded to approve the appointment of Mr Sanjay Nayar (DIN: 00002615) as Nominee Director of the Company with effect from February 8, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

Item 3: To appoint Mr Rupen Jhaveri as Nominee Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of Companies Act, 2013 and the rules and regulations made thereunder, including any statutory modifications or re-enactments, thereof for the time being in force, and any other applicable laws prescribed by the Government of India or any other regulatory authority, whether in India or abroad, the consent of the members be and are hereby accorded to approve the appointment of Mr Rupen Jhaveri (DIN: 01820858) as Nominee Director of the Company with effect from February 8, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

Item 4. To appoint Mr. B S Shantharaju as Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 152, 149(6) and the other relevant provisions of Companies Act, 2013 and the rules and regulations made thereunder, including any statutory modifications or re-enactments, thereof for the time being in force, and any other applicable laws prescribed by the Government of India or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and such approvals, consents, permissions and sanctions as might be required from any regulatory authority, the consent of the members be and are hereby accorded to appoint Mr **B S Shantharaju** (DIN: 00068501) as Independent Director of the Company for a term 5 years from February 8, 2019 to February 7, 2024 and whose office not be liable to retire of rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

By Order of the Board
For Ramky Enviro Engineers Limited

Anil Khandelwal
Whole Time Director

Date: Hyderabad
Place: February 8, 2019

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

2. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of Special Business set out in the notice is enclosed herewith.

3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.

4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board resolution authorising their representative to attend and vote on their behalf at the meeting.

5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the General Meeting of the Company.

6. Route Map of the venue is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: To appoint Ms Hwee Hua Lim as Nominee Director of the Company

Ms. Hwee Hua Lim was appointed as Nominee Director by Metropolis Investment Holdings Pte. Ltd. under Section 161(3) of the Companies Act, 2013 in the Board Meeting held on February 8, 2019.

Approval of the shareholders of the Company by passing an Ordinary Resolution as per the terms of provisions of the Companies Act, 2013 is required for confirmation of Ms Hwee Hua Lim as the Nominee Director of the Company.

The Board therefore seeks approval of the shareholders for the same.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in item no. 1 of the Notice. Further, Ms Hwee Hua Lim is not related to any other Director.

Item No. 2: To appoint Mr Sanjay Nayar as Nominee Director of the Company

Mr. Sanjay Nayar was appointed as Nominee Director by Metropolis Investment Holdings Pte. Ltd. under Section 161(3) of the Companies Act, 2013 in the Board Meeting held on February 8, 2019.

Approval of the shareholders of the Company by passing an Ordinary Resolution as per the terms of provisions of the Companies Act, 2013 is required for confirmation of Mr. Sanjay Nayar as the Nominee Director of the Company.

The Board therefore seeks approval of the shareholders for the same.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in item no. 2 of the Notice. Further, Mr. Sanjay Nayar is not related to any other Director.

Item No. 3: To appoint Mr Rupen Jhaveri as Nominee Director of the Company

Mr. Rupen Jhaveri was appointed as Nominee Director by Metropolis Investment Holdings Pte. Ltd. under Section 161(3) of the Companies Act, 2013 in the Board Meeting held on February 8, 2019.

Approval of the shareholders of the Company by passing an Ordinary Resolution as per the terms of provisions of the Companies Act, 2013 is required for confirmation of Mr. Rupen Jhaveri as the Nominee Director of the Company.

The Board therefore seeks approval of the shareholders for the same.

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None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in item no. 2 of the Notice. Further, Mr. Rupen Jhaveri is not related to any other Director.

Item No. 4 To appoint Mr B S Shantharaju as Independent Director of the Company

The Board has appointed Mr. Shantaraju as Independent Director of the Company subject to the approval of the Shareholders of the Company in the ensuing General Meeting of the Company in the Board Meeting held on 8th Feb 2019 for a term **5** year from **February 8, 2019 to February 7, 2024.**

Approval of the shareholders of the Company by passing an Ordinary Resolution as per the terms of provisions of the Companies Act, 2013 is required for appointment of Mr. Shantaraju as the Independent director of the Company. The Board therefore seeks approval of the shareholders for the same.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in the resolution as set out in item no. 4 of the Notice. Further, Mr. B S Shantharaju is not related to any other Director.

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By Order of the Board
For Ramky Enviro Engineers Limited

Anil Khandelwal
Whole Time Director

Date: February 8, 2019
Place: Mumbai