Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that 01/ 2020-21 Extra-Ordinary General Meeting of the members of Ramky Enviro Engineers Limited ('the Company') will be held on Tuesday, 15th December 2020 at **5:30 PM** at the registered office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers, Gachibowli, Hyderabad - 500032, Telangana through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") read with Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated 5th May 2020 read with General Circular No. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively, to transact the following special business:-

SPECIAL BUSINESS:

1. Approve the appointment of Mr. M Goutham Reddy as the Managing Director of the Company

   To consider and if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company, Mr. M Goutham Reddy (DIN 00251461) be and is hereby re-appointed as the Managing Director of the Company, for a period of 3 (three) years with effect from 25th September, 2019, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, as approved by the Audit Committee and recommended by the Nomination and Remuneration Committee *(hereinafter referred as "NRC")* of the Company and set out in the draft employee agreement as placed before this meeting duly initialed by the Company Secretary for the purpose of identification and remuneration may be reviewed by the Board on recommendation of NRC, from time to time in compliance with the provisions of Companies Act 2013;

   RESOLVED FURTHER THAT, Executive Director(s) or the Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Approve the alternation of Articles of Association of the Company

   To consider and if thought fit, to pass with or without modification (s), the following resolution as **Special Resolution:**

   RESOLVED THAT, pursuant to the provisions of Sections 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 123 of Part-1 of existing Articles of Association of the Company be and is hereby substituted with the amended Article as provided hereunder

Article-No	Heading of the Article	Existing Article	Proposed Article
123 of Part-A	Managing Director / Whole-Time Director	Subject to the provisions of the Act, the Board may from time to time appoint one or more directors to be Managing Directors or whole-time directors for such terms, and at such remuneration (whether by way of	Subject to the provisions of the Act, the Board may from time to time appoint one or more directors to be managing directors or whole time directors for such terms, and at such remuneration (whether by way of salary or commission or participation in profits or

		salary or commission or participation in profits or partly in one way and partly in another) as it may think fit, and a director so appointed shall not, while holding that office, be subject to retirement by rotation. But his appointment shall be subject to determination ipso facto if he ceases from any cause to be a director of the Company or General Meeting resolves that his tenure of office of Managing Director / whole-time director be determined	partly in one way and partly in another) as it may think fit. His appointment shall be subject to determination *ipso facto* if he ceases from any case to be a director of the Company or General Meeting resolves that his tenure of office of managing director / whole time director be determined.

RESOLVED FURTHER THAT Articles of Part-B of existing Articles of Association of the Company be and are hereby substituted with the amended Articles as provided hereunder;

Article no of the AOA	Heading of the Article	Existing Article	Proposed Article
Article 2.1.5(d) of Part B	Contents of Notice	(i) Every notice convening a meeting of the Board shall set forth necessary details and each item of the business to be transacted thereat. No item of business shall be transacted at such meeting, unless the same has been stated in necessary detail, except as otherwise consented to in writing by all the Directors (and not only the Directors in attendance). The notice for convening a Board meeting shall also comply with the requirements set out in Articles 2.3 and 2.4 (ii) The draft resolutions and such other documents or materials, as may be necessary for the Directors to take an informed view of each item of business to be considered at the Board meeting must be furnished to all the Directors at least 10 (ten) days prior to the date of the proposed Board meeting, except where such meeting is called on shorter notice in which case these must be furnished to all Directors in advance of the meeting as soon as reasonably practicable.	(i) Every notice convening a meeting of the Board shall set forth necessary details and each item of the business to be transacted thereat. No item of business shall be transacted at such meeting, unless the same has been stated in necessary detail, except as otherwise consented to in writing by the Directors in attendance which shall necessarily include the chairman of the Board and at least 1 (one) Investor Director and 1 (one) Promoter Director. No item of business that has not been stated in necessary detail in the notice for the Board meeting, shall be discussed at such meeting unless consent has been accorded by at least 1 (one) Investor Director and 1 (one) Promoter Director specifically to discuss such item. The notice for convening a Board meeting shall also comply with the requirements set out in Articles 2.3 and 2.4. (ii) The draft resolutions and such other documents or materials, as may be necessary for the Directors to take an informed view of each item of business to be considered at the Board meeting must be furnished to all the Directors at least 7 (seven) days prior to the date of the proposed Board meeting, except where such meeting is called on shorter notice in which case these must be furnished

			to all Directors in advance of the meeting as soon as reasonably practicable.
Article 2.1.5(g)(iii) of Part B	Risk Management Committee of the Board	Subject to the following sentence, the Risk Management Committee shall comprise of 3 (three) members, being: (A) 1 (one) executive Director designated for this purpose by the Board; and (B) 2 (two) external sector experts that the Board shall retain for this purpose (who shall execute non-disclosure and confidentiality agreements with the Company and confirm the absence of conflict of interest in writing). The Investor may, at its sole discretion at any time, serve a written notice to the Board seeking the appointment of 1 (one) or more persons who in the opinion of the Investor will contribute to the deliberations of the Risk Management Committee. Immediately upon the service of such a notice to the Board, such individuals shall be deemed to have become members of the Risk Management Committee.	Subject to the following sentence, the Risk Management Committee shall comprise of 3 (three) members, with the Investor being entitled to nominate up to 2 (two) members and the Promoters being entitled to nominate 1 (one) member. The Investor may, at its sole discretion at any time, serve a written notice to the Board seeking the appointment of 1 (one) or more persons who in the opinion of the Investor will contribute to the deliberations of the Risk Management Committee. Immediately upon the service of such a notice to the Board, such individuals shall be deemed to have become members of the Risk Management Committee.
Article 2.1.5(k) of Part B	Committees	The provisions relating to the proceedings of meetings of the Board contained in this Article 2.1.5 and the rights of the Observer as contained in Article 2.1.1(c) shall apply mutatis mutandis to the proceedings of the meetings of each Committee.	The provisions relating to the proceedings of meetings of the Board contained in this Article 2.1.5 and the rights of the Observer as contained in Article 2.1.1(c) shall apply mutatis mutandis to the proceedings of the meetings of each Committee, subject to the terms of the charters of the Committee, as approved by the Board with the consent of the Investor.
Article 2.1.6(b) of Part B	Miscellaneous Company Covenants- Annual Business Plan of Subsidiaries	The Company shall procure that the Subsidiaries shall, except as approved by the Investor and the Qualifying Promoter in writing, also comply with the obligations set out in Article 2.1.6(a) to the extent applicable to them.	The Company shall procure that the Subsidiaries shall, except as approved by the Investor and the Qualifying Promoter in writing, also comply with the obligations set out in Article 2.1.6(a) to the extent applicable to them. Provided however that the obligation set out in Article 2.1.6(b) shall be deemed satisfied in respect of a Subsidiary if the Annual Business Plan adopted in terms of Article 2.1.6(a) for the ensuing Financial Year is applicable to, and includes details in respect of the conduct of Business of, such Subsidiary.

Article 4.1(i) of Part B	Information Rights	at least 30 (thirty) days before any loans or advances are given to, or any investments are made (through any instrument, whether convertible or non-convertible into Equity Shares), in any Person (including any Related Party, Affiliate or Group entity), the full details of all such proposed loans, advances or investments;	any loans or advances are given to, or any investments are made (through any instrument, whether convertible or non-convertible into Equity Shares), in any Person (including any Related Party, Affiliate or Group entity), the full details of all such loans, advances or investments, within 7 (seven) days after the end of each Financial Quarter for such Financial Quarter;
Article 5.2.1 of Part B	Rights in Subsidiaries	The Company shall ensure that the rights available to the Investor under Article 2.3 (Affirmative Vote Matters), Article 3 (Right of Inspection) and Article 4 (Information Rights) and the rights available to the Qualifying Promoters under Article 2.4 (Reserved Matters), Article 3 (Right of Inspection) and Article 4 (Information Rights) shall apply mutatis mutandis in respect of the Subsidiaries. The Company and the Shareholders shall ensure that the articles of association of all Subsidiaries provide that every Affirmative Vote Matter and Reserved Matter can be approved only at a shareholders meeting of such Subsidiary, or to the extent there are any other Subsidiaries between the Company and such Subsidiary, then at the shareholders meeting of each such intermediate Subsidiary, such that each Affirmative Vote Matter and Reserved Matter in relation to a Subsidiary has to be approved by the Company's Board. The Company shall not approve any Affirmative Vote Matter and Reserved Matter in relation to any Subsidiary without the prior written consent of the Investor in case of an Affirmative Vote Matter, or the Qualifying Promoters in case of a Reserved Matter.	The Company shall ensure that the rights available to the Investor under Article 2.3 (Affirmative Vote Matters), Article 3 (Right of Inspection) and Article 4 (Information Rights) and the rights available to the Qualifying Promoters under Article 2.4 (Reserved Matters), Article 3 (Right of Inspection) and Article 4 (Information Rights) shall apply mutatis mutandis in respect of the Subsidiaries. The Company and the Shareholders shall ensure that the articles of association of all Subsidiaries provide that every Affirmative Vote Matter and Reserved Matter shall be approved by the applicable Subsidiary, or to the extent there are any other Subsidiaries between the Company and such Subsidiary, then by such intermediate Subsidiary, such that each Affirmative Vote Matter and Reserved Matter in relation to a Subsidiary has to be approved by the Company's Board. The Company shall not approve any Affirmative Vote Matter and Reserved Matter in relation to any Subsidiary without the prior written consent of the Investor in case of an Affirmative Vote Matter, or the Qualifying Promoters in case of a Reserved Matter.

Article 5.2.2 of Part B	Rights in Subsidiaries	In addition to the foregoing, the Investor and the Promoters shall be entitled to appoint the Company's nominee directors on the board of the Subsidiaries in proportion to their inter se shareholding in the Company on a Fully Diluted Basis, and the provisions of Article 2.1 of these Articles shall be deemed to be applicable mutatis mutandis in respect of the Subsidiaries. Any decision intended to be taken by a Group Company at a meeting of its board (including committees of the board) or shareholders shall be first referred to the Board of the Company by way of a notice in writing for its approval. Any decision of the Board with respect to such matters shall be subject to the approval of the Investor in writing.	In addition to the foregoing, the Investor and the Promoters shall be entitled to appoint the Company's nominee directors on the board of the Subsidiaries in proportion to their inter se shareholding in the Company on a Fully Diluted Basis, and the provisions of Article 2.1 of these Articles shall be deemed to be applicable mutatis mutandis in respect of the Subsidiaries
Article 7.1.9 of Part B	Promoter and Existing Shareholder Lock-In	For as long as the Investor and/ or its Affiliates hold, in the aggregate, 7.5% seven point five percent) of the Equity Shares on a Fully Diluted Basis and for a period of 3 (three) years after they cease to hold such Equity Shares on a Fully Diluted Basis, the Promoters, Existing Shareholders and their respective Affiliates shall not, directly or indirectly, Transfer, directly or indirectly, any of their respective Securities (including any legal or beneficial interest therein) and/ or enter into an agreement to do any of the foregoing, except to the extent (A) expressly permitted under Clause 8.1.8 (Tag Right), or (B) if required by the Investor, under Clause 8.2 (Investor Drag Along Right) or Clause 9 (Exit Rights). It is hereby clarified that any reconstitution of the Partnership including by way of admitting new Partners, resignation or removal of existing Partners, changes to the interest of the Partners of R K Ventures shall be treated as an indirect Transfer for the purposes of this Agreement.	For as long as the Investor and/ or its Affiliates hold, in the aggregate, 7.5% (seven point five percent) of the Equity Shares on a Fully Diluted Basis and for a period of 3 (three) years after they cease to hold such Equity Shares on a Fully Diluted Basis, the Promoters, Existing Shareholders and their respective Affiliates shall not, directly or indirectly, Transfer, directly or indirectly, any of their respective Securities (including any legal or beneficial interest therein) and/ or enter into an agreement to do any of the foregoing, except to the extent (A) expressly permitted under Article 7.1.8 (Tag Right), or (B) if required by the Investor, under Article 7.2 (Investor Drag Along Right) or Article 8 (Exit Rights). It is hereby clarified that any reconstitution of the Partnership including by way of admitting new Partners, resignation or removal of existing Partners, changes to the interest of the Partners of R K Ventures shall be treated as an indirect Transfer for the purposes of this Agreement.

Article 7.1.10 of Part B	Investor ROFO	(a) Without prejudice, and subject at all times, to Article 7.1.9, if the Promoters and/or the Existing Shareholders propose to Transfer any or all of their Securities ("Promoter ROFO Securities") as provided in 8.1.9 above, the Promoters and/or the Existing Shareholders shall invite the Investor by way of a written notice, to offer a price for the number of Promoter ROFO Securities specified therein (the "Promoter ROFO Notice").	(a) Without prejudice, and subject at all times, to Article 7.1.9, if the Promoters and/or the Existing Shareholders propose to Transfer any or all of their Securities ("Promoter ROFO Securities") as provided in Article 7.1.9 above, the Promoters and/or the Existing Shareholders shall invite the Investor by way of a written notice, to offer a price for the number of Promoter ROFO Securities specified therein (the "Promoter ROFO Notice").

RESOLVED FURTHER THAT definitions of 'Bid' and 'Exempted Subsidiary' be and are hereby inserted to Article 1.1 of the Part- B of Articles OF Association of the Company as provided hereunder

Article no of the AOA	**Heading of the definition**	**Particular of definition**
Article 1.1 of Part-B	Bid	Bid" shall have the meaning assigned to it in SCHEDULE 1;
Article 1.1 of Part-B	Exempted Subsidiary	"Exempted Subsidiary" shall have the meaning assigned to it in SCHEDULE 1;

RESOLVED FURTHER THAT the new schedule 1 of Part-B of the Articles of Association of the Company as submitted to this meeting duly initialed by the Company Secretary for the purpose of identification, be and is hereby approved and adopted in substitution of the existing Schedule 1 of Part-B of existing Articles of Association of the Company.

RESOLVED FURTHER THAT, Executive Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

For and on behalf of the Board
Ramky Enviro Engineers Limited

Govind Singh
Company Secretary
Membership No: A41173

Place: Hyderabad
Date : **[….]**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated April 8, 2020, and April 13, 2020, read with the Circular dated September 28, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Extra-ordinary General Meeting ("the Meeting/EGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors, Auditors or other eligible persons at a

common venue. In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), and aforesaid MCA Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible persons can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM.

2. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company/ Depositories. The shareholder may note that Notice of EGM has been uploaded on the website of the Company at https://ramkyenviroengineers.com/company/

3. The Company has enabled the Members to participate at the EGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the subsequent paragraphs.

4. Pursuant to Circular No. 14/2020 dated 08th April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the EGM through VC and vote on their behalf on the email address at govind.singh@ramky.com.

5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).

7. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Registrars and Share Transfer Agent ("RTA") to provide efficient and better services.

8. In case of joint holders attending the EGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote.

9. The Shareholders can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available on a first-come first-served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the EGM without restriction on account of first come first-served basis.

10. All documents referred to in the Notice shall be open for inspection at the registered office of the Company on 13th Floor, Ramky Grandiose, Ramky Towers Gachibowli Hyderabad 500032 on all working days between 10 A.M. to 6 P.M. and also at the EGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the EGM through VC at [**]

2. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.

3. Members are encouraged to join the Meeting using the Zoom app (preferred), Google Chrome, Internet Explorer, or Mozilla Firefox 22.

4. Members will be required to grant access to your computer's camera for video and your computer's microphone for audio to enable two-way video conferencing.

5. Members are advised to use stable Wi-Fi or LAN connection to participate at the EGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.

6. Members who may want to express their views or ask questions during the EGM may and click on the tab "chat" to post their queries in the window provided, by mentioning their name, Demat account number/folio number.

7. Members who may require any technical assistance or support before or during the AGM are requested to contact at 7337597697 or write to him at govind.singh@ramky.com.

<u>Explanatory Statement</u>
(Pursuant to section 102 of the Companies Act, 2013)

As required under section 102 of the Companies Act, 2013 (Act) and Para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 1:

This is to inform you that, Mr. M Goutham Reddy was appointed Managing Director of the Company for a period of three years with effect from 25th September 2016, and the existing tenure as Managing Director was expired on 24th September 2019.

The Board has based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the next General meeting of the Company, approved the re-appointment of Mr. M Goutham Reddy as Managing Director of the Company for a further period of three (3) Years with effect from 25th September 2019. As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee has to accord its approval to any related party transaction, and accordingly, the necessary approval of the Audit Committee for this agenda was obtained at its meeting held on 12th Nov 2020.

In view of the above, the approval of the Members of the Company be and is hereby accorded for the reappointment of Mr. M Goutham Reddy as Managing Director of the Company for a further period of three (3) Years with effect from 25th September 2019 and the ratification of the remuneration paid to him during the period of his reappointment.

Notice in writing under section 160 of the Companies Act, 2013 is received from Mr. M Goutham Reddy signifying his candidature for the office of Managing Director of the Company. Mr. M Goutham Reddy is not disqualified from being re-appointment as Managing Director of the Company in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as Managing Director of the Company. Mr. M Goutham Reddy satisfies all the conditions as set out in Section 196 of the Companies Act, 2013, and Part-1 of Schedule-V of the Companies Act, 2013 for being eligible for appointment.

Brief Profile of Mr. M Goutham Reddy, Managing Director pursuant to para 1.2.5 of SS-2 is provided in the table below

<table>
<tr><td>Name of the Director</td><td>Mr. M Goutham Reddy</td></tr>
<tr><td>Father's Name</td><td>Mr. Narsimha Reddy Mareddy</td></tr>
<tr><td>Date of Birth</td><td>01.07.1970</td></tr>
<tr><td>Age</td><td>50 Years</td></tr>
<tr><td>Date of First Appointment</td><td>11.03.2002</td></tr>
<tr><td>Expertise in specific functional areas</td><td>Expert in Environmental Services</td></tr>
<tr><td>Qualification</td><td>Masters Degree in Civil Engineering from the US</td></tr>
<tr><td>Directorship held in other companies</td><td>
<table>
<tr><th colspan="3">Foreign Company</th></tr>
<tr><th>S. No.</th><th>Name of the entity</th><th>Designation</th></tr>
<tr><td>1.</td><td>Ramky International (Singapore) Pte. Ltd.</td><td>Director</td></tr>
<tr><td>2</td><td>Ramky Cleantech Services Pte. Ltd.</td><td>Director</td></tr>
<tr><td>3</td><td>Al Ahlia Environmental Services Co. (L.L.C).</td><td>Authorised Manager</td></tr>
<tr><td>4</td><td>Ramky Enviro Engineers Middle East FZ-LLC</td><td>Director</td></tr>
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<tr><td></td><td><table>
<tr><td>5</td><td>Ramky Risal Environmental Services Co. LLC</td><td>Director</td></tr>
<tr><td>6</td><td>PT Ramky Indonesia</td><td>Director</td></tr>
<tr><td>7</td><td>Ramky International (India) Pte. Ltd.</td><td>Director</td></tr>
<tr><td>8</td><td>Ramky Solutions Pte. Ltd.</td><td>Director</td></tr>
<tr><td>9</td><td>Oman Maritime Waste Treatment Saoc</td><td>Representative</td></tr>
<tr><td>10</td><td>Al Ahlia Waste Treatment LLC</td><td>Director</td></tr>
<tr><td>11</td><td>Imdaad Al Batinah Environmental Services LLC</td><td>Representative</td></tr>
</table></td></tr>
<tr><td>~~Chairman/~~member of the committee of the Board of Directors of the Company</td><td>1. Corporate Social Responsibility (CSR) Committee and
2. Executive Board Committee of the Company.</td></tr>
<tr><td>Chairman/member of the committee of the Board of Directors of other companies in which he is a director</td><td>No</td></tr>
<tr><td>Number of shares held in the Company</td><td>40 Equity Shares (Class A)</td></tr>
<tr><td>Number of Board Meeting attended during the year</td><td>5 Board Meeting</td></tr>
<tr><td>Relationship with other Directors, Manager, and KMPs</td><td>Not related</td></tr>
<tr><td>Terms and conditions of reappointment along with details of remuneration sought to be paid</td><td>As mentioned below</td></tr>
</table>

The brief terms and conditions for the remuneration of Mr. M Goutham Reddy as Managing Director are as follows:

i. A Fixed component of INR 1,30,00,000 (Rupees Thirteen Million Only) per annum (“**Fixed Component**"). The Fixed Component of the CTC is also inclusive of all statutory payments, that the Company is required to make to him and on his behalf and also the Company share of PF contribution if any.

ii. A Variable pay of INR 20,00,000 (Rupees Two Million Only) as an annual performance-linked variable pay component.("Variable Pay”) payable subject to his achievement of defined key performance indicators.

iii. Subject to the Company adopting an Employee Stock Option Plan (“**ESOP Plan**”), in addition to the remuneration set out above, he shall be entitled to receive stock options that would convert into equity shares. The number of options that he would be entitled to receive based on the ESOP Value would be computed in accordance with the ESOP Plan.

iv. He shall be entitled to three Company-owned cars along with repair and maintenance and services of three drivers employed by the Company. The use of the Company's car and the driver shall be subject to the relevant policies of the Company, as applicable from time to time.

v. He shall be entitled to corporate membership of a club in Hyderabad. The use of such membership shall be subject to the Company's relevant policies, as applicable from time to time.

vi. His remuneration may be reviewed by the Board on the recommendation of NRC, from time to time in compliance with the provisions of Companies Act 2013.

None of the directors, key managerial personnel, or their relatives are in any way concerned or interested, financial or otherwise in the resolutions.

Item No. 2

This is to inform you that, the Shareholders agreement dated 20th August 2020 entered into between Ramky Enviro Engineers Limited, Metropolis Investment Holdings Pte. Ltd, AllaAyodhya Rami Reddy, Oxford Ayyappa Consulting Service (India) Private Limited, and the persons identified in Schedule I to the Shareholder's Agreement (hereinafter referred to as 'SHA') has been amended on (...). To incorporate the relevant provisions of the amended Shareholders‟ Agreement into the Articles of Association of the Company, it is proposed to amend and approve the changes as set out in the proposed resolution made to the Articles of Association of the Company.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires the approval of the Shareholders by way of Special Resolution. Accordingly, the above-mentioned matter as recommended by the Board has been placed before the Shareholders for approval.

None of the directors, key managerial personnel, or their relatives are in anyway concerned or interested, financial or otherwise in the resolutions.

Copy of the new Schedule-1 is provided as an Annexure-1 to this notice

For and on behalf of the Board
Ramky Enviro Engineers Limited

Govind Singh
Company Secretary
Membership No: A41173

Place: Hyderabad
Date : **[....]**