Ramky Enviro Engineers Limited
CIN: U74140TG1994PLC018833
Registered Office:
13th Floor, Ramky Grandiose
Ramky Towers, Gachibowli
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NOTICE

Notice is hereby given that 06/2018-19 Extraordinary General Meeting of Shareholders of **Ramky Enviro Engineers Limited** will be held on Wednesday, 27th March, 2019 at 5.00 PM at the Registered Office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032, Telangana for consideration of the following special business:

ITEM NO.1: INCREASING THE LIMITS OF REMUNERATION PAYABLE TO THE NON-EXECUTIVE DIRECTORS UNDER THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT**, pursuant to Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "**Applicable Laws**") and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to increase the limits of the remuneration payable to the non-executive directors of the Company, from 1% (one percent) of the net profits of the Company up to 5% of the net profits of the Company; and

RESOLVED FURTHER THAT, for the purpose of giving effect to these resolutions, the Directors be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

ITEM NO.2: TO APPROVE THE REMUNERATION PAYABLE TO MS HWEE HUA LIM AS A NOMINEE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 197 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 the payment of remuneration of Rs. 50,00,000 (Rupees Fifty Lakhs) consisting of (a) profit related commission; and (b) sitting fees of (i) Rs. 1,00,000 (Rupees One Hundred Thousand) per Board meeting; and (ii) Rs. 1,00,000 (Rupees One Hundred Thousand) per Committee meeting and providing other benefits, subject to the limits and terms prescribed under the Companies Act, 2013 to Ms. Hwee Hua Lim (DIN: 08305430), non-executive- nominee director of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are severally hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

ITEM NO.3 :TO APPROVE THE REMUNERATION PAYABLE TO MR SHANTHARAJU AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 197 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 the payment of remuneration of Rs. 50,00,000 (Rupees Fifty Lakhs) consisting of (a) profit related commission; and (b) sitting fees of (i) Rs. 1,00,000 (Rupees One Hundred Thousand) per Board meeting; and (ii) Rs. 1,00,000 (Rupees One Hundred Thousand) per Committee meeting; and providing other benefits, subject to the limits and terms prescribed under the Companies Act, 2013 to Mr. B S Shantharaju (DIN: 00068501), independent director of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

By Order of the Board
Ramky Enviro Engineers Limited

RAMKY ENVIRO ENGINEERS LIMITED HYDERABAD

Govind Singh
Company Secretary
M. No. : A41173

Date: Hyderabad
Place: 27 March, 2019

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Notes:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself and such proxy need not be a member of the Company. Proxy forms to be valid shall be lodged with the Company not less than 48 hours before the meeting.*

2. *A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*

3. *Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.*

4. *Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.*

5. *The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.*

6. *Route Map of the venue is annexed hereto.*

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Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Items No. 1: Increasing the limits of remuneration payable to certain non-executive directors under the Companies Act, 2013:

The Board of the Company has been reconstituted on February 8, 2018.The management proposes to pay, to few of the non-executive directors of the Board, remuneration which is commensurate with the level of expertise and qualification of the directors in line with their proposed role in the Company.

Based on the current estimate, the management is of the view that the remuneration that is proposed to be paid to the non-executive directors of the Company will exceed the prescribed limit of 1% (one percent) of the net profits of the Company.

Pursuant to Section 197 of the Companies Act, 2013, the approval of the members of Company, by way of a special resolution, is solicited to increase the limits of the remuneration payable to the non-executive directors of the Company, from 1% (one percent) of the net profits of the Company up to 5% of the net profits of the Company.

Accordingly, the resolution set as Item no. 1 is being placed for the approval of Members.

The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of remuneration that is payable and to the extent of their shareholding as Members.

The Board of Directors recommends the passing of the proposed resolution stated in Item no. 1 as a special resolution.

Item No. 2: To approve the payment of remuneration to Ms. Hwee Hua Lim, non-executive 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 a Special Resolution as per the terms of provisions of the Companies Act, 2013 is required for payment of the remuneration to Ms. Hwee Hua Lim.

The Board of Directors recommends the passing of the proposed resolution stated in Item no. 2 as a special resolution.

None of the Directors (expect Ms. Hwee Hua Lim), 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.

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Item No. 3: To approve the payment of remuneration to Mr B S Shantharaju, independent director of the Company

The Board has appointed Mr. B.S. Shantharaju as Independent Director of the Company for a term of 5 (five) years from February 8, 2019 to February 7, 2024.

Approval of the shareholders of the Company by passing a Special Resolution as per the terms of provisions of the Companies Act, 2013 is required for payment of remuneration to Mr. B S Shantharaju as the Independent Director of the Company.

None of the Directors (except Mr. B S Shantharaju), 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. 3 of the Notice. Further, Mr. B S Shantharaju is not related to any other Director.

The Board of Directors recommends the passing of the proposed resolution stated in Item no. 3 as a special resolution.

By Order of the Board
Ramky Enviro Engineers Limited

RAMKY ENVIRO ENGINEERS LIMITED
HYDERABAD

Govind Singh
Company Secretary
M. No. : A41173

Date: Hyderabad
Place: 27 March, 2019

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