RAMKY ENVIRO ENGINEERS LIMITED
CIN: U74140TG1994PLC018833
Regd. Office: 13th Floor, Ramky Grandisoe, Ramky Towers Complex,
Gachibowli Hyderabad 500032,
Ph: (040) 23015000, Email id: reelinfo@ramky.com
Website: www.ramkyenviroengineers.com

NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Forth Annual General Meeting of the members of Ramky Enviro Engineers Limited will be held on Sunday, 30th day of December, 2018 at 10.30 a.m. at registered office of the Company at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:
   - the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018, the Report of the Board of Directors and the Report of the Auditors thereon; and
   - the Audited consolidated financial statements of the company for financial year ended 31st March, 2018 and the report of Auditor's thereon.

2. To appoint a Director in place of Mr. Krishna Kumar Gangadharan, (DIN: 00090715) who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint M/s S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company and fix their remuneration and for this purpose to consider and if thought fit to pass with or without modifications, the following as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad (Firm Registration No. 101049W/E300004), be and is hereby approved as Statutory Auditors of the Company for a period of 4 years from the conclusion of 24th Annual General Meeting to the conclusion of 28th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors/ Committee thereof.

SPECIAL BUSINESS:

4. **To regularize the appointment of Mr. Anil Khandelwal as Director of the Company:**

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

   "**RESOLVED THAT** Mr. Anil Khandelwal (DIN: 02552099), who was appointed as an Additional Director as per Section 161 of the Companies Act, 2013 and Articles of Association of the Company in the Board meeting held on 29th December, 2018 to hold the office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company, who shall be liable to retire by rotation."

5. **To regularize the appointment of Mr. Masood Alam Mallick as Director of the Company:**

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

   "**RESOLVED THAT** Mr. Masood Alam Mallick (DIN: 01059902), who was appointed as an Additional Director as per Section 161 of the Companies Act, 2013 and Articles of Association of the Company in the Board meeting held on December 29, 2018 to hold office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the company, who shall be liable to retire by rotation."

6. **To approve the appointment of Mr. Anil Khandelwal as whole time director of the company to be designated as Joint-Managing Director:**

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

   RESOLVED THAT pursuant to Sections 196, 197 and 203 and other applicable provisions of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, consent of the Members be and are hereby accorded to appoint Mr. Anil Khandelwal (having DIN: 02552099) as Whole-Time Director (designated as Joint-Managing Director) of the company for a period of Five years with effect from December 29, 2018 to December 28, 2023 at annual remuneration as approved by the Nomination and Remuneration Committee in its meeting held on December 29, 2018 to perform the duties assigned to him as per the employment agreement and duties assigned by the Board of Directors from time to time.

   RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and is hereby severally authorized to do all acts and deeds which are incidental/ ancillary to the foregoing resolution."

7. **To approve the appointment of Mr. Masood Alam Mallick as whole time director of the company:**

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

   RESOLVED THAT pursuant to Sections 196, 197 and 203 and other applicable provisions of companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, and subject to the consent of the members in the ensuing General Meeting and on the recommendation of the Nomination and remuneration Committee, consent of the Board be and is hereby accorded to appoint Mr. Masood Alam Mallick (having DIN:01059902) as Whole-Time Director of the company for a period of Five years with effect from December 29, 2018 to December 28, 2023 at an annual remuneration as approved by the Nomination and Remuneration Committee in its meeting held on December 29, 2018 to perform the duties assigned to him as per the employment agreement and duties assigned by the Board of Directors from time to time.

   RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and is hereby severally authorized to do all acts and deeds which are incidental/ ancillary to the foregoing resolution."

By Order of the Board
For RAMKY ENVIRO ENGINEERS LIMITED

RAMKY ENVIRO ENGINEERS LIMITED Hyderabad

Govind Singh
Company Secretary
M. No.: A41173

Place : Hyderabad
Date : 29.12.2018

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 AGM.

6. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special business items mentioned above is annexed hereto.

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Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

As required under section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

ITEM NO. 4

This is to inform that pursuant to the Section 161 of the Companies Act, 2013; The Board of Directors of the Company in their Meeting held on 29th December, 2018 has appointed Mr. Anil Khandelwal as the Additional -Director of the Company to hold the office upto the date of ensuing Annual General Meeting. The Board has proposed to regularize him as Director of the Company who shall be liable to retire by rotation.

This is to further inform that pursuant to the Section 152 of the Companies Act, 2013; regularization of appointment of Mr. Anil Khandelwal, as director requires your approval by passing an ordinary resolution; hence the Board recommends the above resolution for your approval.

None of the other Directors or Key Managerial Personnel of the Company except Mr. Anil Khandelwal (to the extent of his appointment as Director) and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

This is to inform that pursuant to the Section 161 of the Companies Act, 2013; The Board of Directors of the Company in their Meeting held on 29th December, 2018 has appointed Mr. Masood Alam Mallick as the Additional -Director of the Company to hold the office upto the date of ensuing Annual General Meeting. The Board has proposed to regularize him as Director of the Company who shall be liable to retire by rotation.

This is to further inform that pursuant to the Section 152 of the Companies Act, 2013; regularization of appointment of Mr. Masood Alam Mallick, as director requires your approval through Ordinary Resolution; hence the board recommends the above resolution for your approval.

None of the other Directors except Mr. Masood Alam Mallick (to the extent of his regularization as Director) or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

This is to inform that as per the provision of Section 196, 197 and 203 of the Companies Act, 2013 and subject to the approval of Member in next General Meeting, the Board at its Meeting held on December 29, 2018, has appointed Mr. Anil Khandelwal (DIN: 02552099) as Whole Time Director to be designated as Joint Managing Director of the Company for a period of 5 years with effect from December 29, 2018 to December 28, 2018 at an annual remuneration as approved by the Nomination and Remuneration Committee in its meeting held on December, 29th 2018

This is to further inform that pursuant to the Section 196 of the Companies Act, 2013 for appointment of whole time director, approval of members is required by passing an Ordinary Resolution.

Hence, it is proposed to pass an enabling resolution approving the appointment of Mr. Anil Khandelwal as Whole Time Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company (except Mr. Anil Khandelwal to extent of his appointment as Whole time Director) and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

This is to inform that as per the provision of Section 196, 197 and 203 of the Companies Act, 2013 and subject to the approval of Member in next General Meeting, the Board at its Meeting held on December 29, 2018, has appointed Mr. Masood Alam Mallick (DIN: 01059902) as Whole Time Director to be designated as Joint Managing Director of the Company for a period of 5 years with effect from December 29, 2018 to 28 December, 2018 at an annual remuneration as approved by the Nomination and Remuneration Committee in its meeting held on December, 29th 2018.

This is to further inform that pursuant to the Section 196 of the Companies Act, 2013, Members' approval by passing an ordinary resolution is required for Appointment of Whole time Director.

Hence, it is proposed to pass an enabling resolution for approving the appointment of Mr. Mr. Masood Alam Mallick as Whole Time Director of the Company.

None of the other Directors or Key Managerial Personnel (except Mr. Masood Alam Mallick to the extent of his appointment) of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For RAMKY ENVIRO ENGINEERS LIMITED

RAMKY ENVIRO ENGINEERS LIMITED Hyderabad

Govind Singh
Company Secretary
M. No.: A41173

Date : 29.12.2018
Place: Hyderabad

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Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U74140TG1994PLC018833
Name of the company:	Ramky Enviro Engineers Limited
Registered office:	13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032 Telangana

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of ………… shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the Sunday 30th December, 2018 At 10.30 a.m. at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032 and at any adjournment thereof in respect of such resolutions as are indicated below:

SL.NO.	RESOLUTIONS	Vote	
Ordinary Business		**For**	**Against**
1.	Adoption of Audited Financial Statements for the year ended 31st March,2018		
2.	Re-appointment of Mr. A. Satyanarayana as a Director of the Company, liable to retire by rotation.		
3.	Appointment of S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors of the Company and to fix their remuneration.		

Special Business			
4.	Regularize the appointment of Mr. Anil Khandelwal as Director of the Company		
5.	Regularize the appointment of Mr. Masood Alam Mallick as Director of the Company		
6.	Approve the appointment of Mr. Anil Khandelwal as whole time director of the company		
7.	Approve the appointment of Mr. Masood Alam Mallick as whole time director of the company		

Signed this _____day of_____2018

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed an deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

24TH Annual General Meeting, Sunday, 30th December, 2018 at 10.30 A.M.

Full Name of the Shareholder:
(In block capitals)

Ledger Folio No. /Client ID No.:

No. of shares held:

Name of Proxy:
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 24th Annual General Meeting of the Company held on Sunday 30th December, 2018 at 10.30 A.M at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032.

Notes:

1) Members are requested to bring their copies of the Annual Report to the meeting.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY EIGHT HOURS** before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

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ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING: