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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RAMKY ENVIRO ENGINEERS LIMITED (CIN: U74140TG1994PLC018833) WILL BE HELD ON MONDAY, THE 30TH SEPTEMBER, 2019 AT 10:30 A.M. AT 15TH FLOOR, RAMKY GRANDISOE, RAMKY TOWERS COMPLEX, GACHIBOWLI, HYDERABAD – 500032, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements for the financial year ended 31st March 2019 and along with the Auditors' Report and Directors' Report thereon.

2. To appointment a Director in place of Mr. Goutham Reddy Mareddy (DIN: 00251461) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To regularize the appointment of Mr. Narayan Keelveedhi Seshadri (DIN: 00053563) 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** pursuant to the provisions of Sections 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members of the Company be and is hereby accorded for the appointment of Mr. Narayan Keelveedhi Seshadri (DIN: 00053563) as Director of the Company, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 on 7th May, 2019 and who holds office up to the date of this Annual General Meeting.

   RESOLVED FURTHER THAT, the consent of members of the Company be and is hereby accorded to approve the appointment of Mr. Narayan Keelveedhi Seshadri (DIN: 00053563) as Independent Director of the Company for a term of 3 years from 7th May, 2019 to 6th May, 2022 at the remuneration as mutually decided between the Board and Mr. Narayan Keelveedhi Seshadri, Director of the Company.

   RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized severally to take such steps as may be necessary in relation to the above resolution and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Ramky Enviro Engineers Ltd.

By order of the Board of Directors
For Ramky Enviro Engineers Ltd

Place: Hyderabad
Date: 20/08/2019

Govind Singh
Company Secretary
M. No.: A41173
Add: 54, Adhaiya Kalan,
Kumher, Bharatpur 321202
Rajasthan, India

NOTES:

1. A member entitled to attend and vote at the Twenty Fifth Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited with the Company not less than forty-eight hours before the commencement of 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

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 accordingly.

4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Meeting is annexed hereto.

6. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. Members may note that the Notice of the Twenty Fifth (25^{th}) Annual General Meeting and the Annual Report for Financial Year 2018-19, copies of audited financial statements, Directors' report, Auditors Report etc., will also be available on the website of the Company, http://ramkyenviroengineers.com/

8. At the 24th Annual General Meeting of the Company held on 30^{th} December 2018, the Members approved appointment of M/s. S. R. Batliboi & Associates LLP Chartered Accountants, Hyderabad (Firm Registration No. 101049W/E300004), as Statutory Auditors of the Company to hold office for a period of four years from the conclusion of that Annual General Meeting till the conclusion of the 28^{th} Annual General Meeting. Vide Notification dated 07^{th} May 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of Members for appointment of Auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 25^{th} Annual General Meeting.

Ramky Enviro Engineers Ltd.

Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

The following Statement sets out all the material facts relating to the Special Business mentioned in the Notice.

Item No: 3

The Board of Directors of the Company had appointed Mr. Narayan Keelveedhi Seshadri (DIN: 00053563) as an Additional (Independent) Director of the Company in its meeting held on 7th May, 2019 to vacates the office as an Additional (Independent) Director on the date of forthcoming Annual General Meeting in accordance with Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company.
The Company has received a declaration from Mr. Narayan Keelveedhi Seshadri that he meets the criteria of independence as prescribed under the Act. Mr. Narayan Keelveedhi Seshadri is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Narayan Keelveedhi Seshadri fulfils the conditions for his appointment as an Independent Director as specified in the Act and he is independent of the management.

The Board is of the opinion that it will be beneficial to the Company to avail of his services as an Independent Director of the Company and recommends the Ordinary resolution as set out in Item No.3 of the Notice for approval of the shareholders.

None of the Directors or their relatives other than Mr. Narayan Keelveedhi Seshadri (DIN: 00053563), is concerned or interested in the above said resolution

Details of the Appointee Directors

The details of the Directors who were appointed during the year are given under in pursuance with the Secretarial Standard-II issued under Section 118 of the Companies Act, 2013:

S. No.	Particulars	Details of the Appointee
1.	DIN	00053563
2.	Name	Mr. Narayan Keelveedhi Seshadri
3.	Age	62 Years
4.	Qualifications	Chartered Accountant
5.	Experience	30 Years
6.	Terms and conditions of appointment	As may be decided by the Board.
7.	Date of first appointment on the Board	7th May, 2019
8.	Shareholding in the Company	Nil
9.	Relationship with other Directors/Manager or Key Managerial Personnel	Nil
10.	Number of Board Meetings attended during the year	01 Board meeting
11.	Other Directorships and Memberships/Chairmanship of Committees of other Boards	Please refer Annexure A

By order of the Board of Directors
For Ramky Enviro Engineers Ltd

Ramky Enviro Engineers Ltd.

Place: Hyderabad
Date: 20/08/2019

Govind Singh
Company Secretary
M. No.: A41173
Add: 54, Adhaiya Kalan,
Kumher, Bharatpur 321202
Rajasthan, India

Annexure- A

Other Directorships and Memberships/Chairmanship of Committees of other Boards of Mr. Narayan Keelveedhi Seshadri

S. No.	Names of the Companies/ bodies corporate/ firms/LLP/association of individuals	Nature of interest or concern/ Change in interest or concern	Shareholding	Date on which interest or concern arose/ changed
1	PI Industries Limited	Non-Executive Chairman	484258 (0.35%)	27.01.2006
2	Astrazeneca Pharma India Limited	Non-Executive Chairman	Nil	06.12.2012
3	TVS Electronics Limited	Director	530000 (2.86%)	06.05.2015
4	Wabco India Limited	Director	Nil	11.06.2008
5	Kalpataru Power Transmission Limited	Director	Nil	29.01.2007
6	Magma Fincorp Limited	Non-Executive Chairman	Nil	31.10.2006
7	SBI Capital Markets Limited	Director	Nil	19.04.2010
8	The Clearing Corporation of India Limited	Director	Nil	12.04.2016
9	TVS Investments Private Limited	Director	Nil	05.08.2013
10	Halcyon Enterprises Private Limited	Director and member	Equity 500 Shares, Preference 2047 Shares (20.96%)	17.12.2010
11	Kritdeep Properties Private Limited	Director	9500 (95%)	20.02.2017
12	A2O Software India Private Limited	Director and member	1 (.10%)	24.04.2006
13	Clearcorp Dealing Systems (India) Limited	Director	Nil	13.08.2018
14	Halcyon Resources & Management Private Limited	Director and member	505000 (50%)	30.11.2004
15	Radiant Life Care Private Limited	Director	Nil	21.08.2017
16	Tranzmute Capital & Management Private Limited	Director and member	45000 (90%)	29.02.2008
17	CG Power and Industrial Solutions Limited	Additional Non Executive Independent Director	Nil	08.03.2019
18	CG Power and Industrial Solutions Limited	Member of Nomination and Remuneration Committee	Nil	11.06.2019
19	CLP India Private Limited	Director	Nil	20.08.2019
20	Tranzmute Business Advisory LLP	Partner	50%	04.02.2011
21	Lindner Properties LLP	Partner	20%	17.02.2011
22	Shivash Business Advisory LLP	Body Corporate DP Nominee	Nil	26.12.2011
23	EPI Venture Partners LLP	Partner	19.78% Share of Profit and Loss	11.06.2015
24	S-Square Spenta Technologies LLP	Designated Partner	76%	27-07-2017
25	Tranzmute LLP	Partner	50%	07.08.2018
26	Secural S.A., Luxembourg	Director	Nil	20.02.2015
27	ERL Phase Power Technologies Limited, Canada	Director	Nil	15.05.2017
28	EpiMoney Private Limited	Member	Equity 1842409, Preference 623336 (14.14%)	28.12.2016
29	Spenta Education Foundation	Trustee & Settler	Nil	01-01-2017
30	Sterling Technologies Ltd	Advisory Board Member	Nil	01-09-2016
31	Pratap Technocrat Pvt Ltd	Advisor	Nil	01.01.2017
32	Nudge Foundation	Advisor	Nil	10.12.2016
33	Bangalore Club	Member	Nil	2006
34	Bangalore Golf Club	Member	Nil	2006

Ramky Enviro Engineers Ltd.

35	Indiranagar Club	Member	Nil	1992
36	Karnataka Golf Asssociation	Member	Nil	2016
37	CDPQ Infrastructures Asia II Pte Ltd-Singapore	Advisor	Nil	02-07-2019
38	Svasth Heart India Foundation	Promoter- Director	Nil	09.07.2019

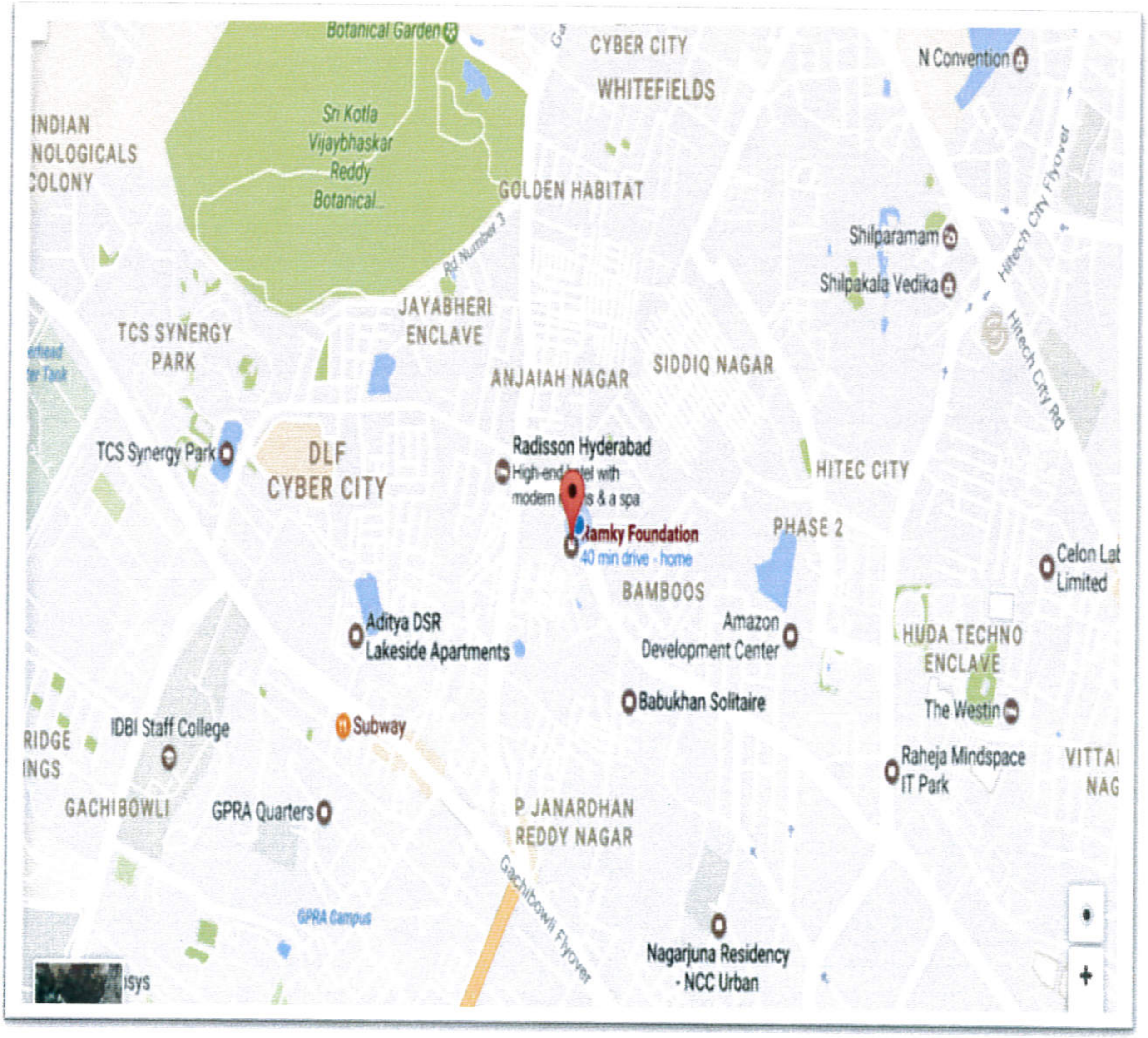
By order of the Board of Directors
For Ramky Enviro Engineers Ltd

Place: Hyderabad
Date: 20/08/2019

Ramky Enviro Engineers Ltd.

Govind Singh
Company Secretary
M. No.: A41173
Add: 54, Adhaiya Kalan,
Kumher, Bharatpur 321202
Rajasthan, India

ROUTE MAP TO THE VENUE



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ATTENDANCE SLIP

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

25th Annual General Meeting, Monday 30th September 2019

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 25th Annual General Meeting of the Company held on Monday 30th September 2019 at 10:30 A. M. at 15th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032, Telangana, India.

____
Signature of Shareholder / proxy

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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 25th Annual General Meeting of the Company, to be held on the Monday, 30th September 2019 at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad – 500032, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

SL.NO.	RESOLUTIONS	Vote	
Ordinary Business		For	Against
1.	To receive, consider and adopt the Standalone and Consolidated Financial statements for the financial year ended 31st March 2019 and along with the Auditors' Report and Directors' Report thereon.		
2.	To appointment a Director in place of Mr. Goutham Reddy Mareddy (DIN: 00251461) who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3.	To regularize the appointment of Mr. Narayan Keelveedhi Seshadri (DIN: 00053563) as Director (Independent) of the Company:		

Signed this _____day of _____2019

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and 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.