



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 SEVENTH (27TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RAMKY ENVIRO ENGINEERS LIMITED (CIN: U74140TG1994PLC018833) WILL BE HELD ON MONDAY, 27TH SEPTEMBER, 2020 AT 12:00 (NOON) IST THROUGH VIDEO CONFERENCING (“VC”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the financial year ended 31st March 2021 and along with the Auditors’ Report and Directors’ Report thereon.
2. To re-appoint Mr. Masood Alam Mallick (DIN 01059902), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mrs. Vaishali Nigam Sinha (DIN: 02299472) as an Independent 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable clauses of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be required, Mrs. Vaishali Nigam Sinha (DIN: 02299472), who was appointed as an Additional Director of the Company with effect from 4th February, 2021, be and is hereby appointed as an Independent Director of the Company, who shall not liable to retire by rotation, for a term of 5 consecutive years from 4th February, 2021 to 3rd February, 2026 at such remuneration as fixed by the Board in the meeting held on 4th February, 2021.

RESOLVED FURTHER THAT, any of the Executive Directors or Govind Singh, Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be

necessary in relation to the above resolution and to settle all matter 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.”

4. To approve the Profit Related Commission to Mr. BS Shantharaju, Independent 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 33,00,000 to Mr. BS Shantharaju, Independent Director of the Company (DIN 00068501), as the Profit Related Commission, forming part of his remuneration for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director & CFO be and is hereby authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

5. To approve the Profit related Commission to Mr. Narayan Seshadri, Independent 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 31,00,000 to Mr. Narayan Seshadri, Independent Director of the Company (DIN 00053563) as the Profit Related Commission, forming part of his remuneration for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director & CFO be and is hereby authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

6. To approve the Profit related Commission to Mrs. Vaishali Nigam Sinha, Independent 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 6,00,000 to Mrs.

Vaishali Nigam Sinha, Independent Director of the Company (DIN 02299472) as the Profit Related Commission, forming part of her remuneration for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director & CFO be and is hereby authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

7. To approve the Profit related Commission to Mrs. Lim Hwee Hua, Non-Executive 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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company (including any amendment and re-enactment thereof) and in line with the recommendation of the Board of the Company, consent of the Members be and is hereby accorded for the payment of INR 35,00,000 to Mrs. Lim Hwee Hua, Non-Executive Director of the Company (DIN 08305430) as the Profit Related Commission, forming part of her remuneration for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Anil Khandelwal, Jt. Managing Director & CFO be and is hereby authorized to do all such acts, deeds, matters and things as he may deem necessary, proper or desirable to give effect to the afore mentioned resolution.”

8. To approve the increase in maximum limit of the Overall Managerial remuneration and the maximum limit of remuneration of Executive Directors 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 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (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 and on the recommendation of Nomination and Remuneration Committee and the Board of the Company, consent of the Members be and is hereby accorded to increase the threshold limits of the maximum Managerial Remuneration to the Executive Directors including Managing Director and Whole time directors from 10% of the net profits to 30% of the net profits with effect from financial year 2020-21;

RESOLVED FURTHER THAT the overall managerial remuneration to all the Directors shall not exceed the aggregate of (i) 30% of net profits for that financial year for Executive Directors including Managing Director and Whole time directors and (ii) 5% of net profits for that financial year for Non-Executive Directors of the Company;

RESOLVED FURTHER THAT, Mr. Sujiv Nair, Chief Human Resource Officer and Mr. Govind Singh, 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.”

9. To ratify the payment of remuneration to Mr. M Goutham Reddy, Managing Director & CEO of the Company for the FY 20-21.

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 Section 197, 198 read with Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of the Company, consent of the Members be and is hereby accorded to ratify and approve the remuneration of INR 320.05 Lakhs paid to Mr. M Goutham Reddy, Managing Director & CEO of the Company (DIN 00251461), for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Sujiv Nair, Chief Human Resource Officer and Mr. Govind Singh, 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 the above resolution.”

10. To ratify the payment of remuneration to Mr. M Masood Malik, Jt. Managing Director of the Company for the FY 20-21.

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 Section 197, 198 read with Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and Board of the Company, consent of the Members be and is hereby accorded to ratify and approve the remuneration of INR 473.91 Lakhs paid to Mr. M Masood Malik, Jt. Managing Director of the Company (DIN 01059902), beyond the individual limit of 5% of the net profits of the Company for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Sujiv Nair, Chief Human Resource Officer and Mr. Govind Singh, 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 the above resolution.”

11. To ratify the payment of remuneration to Mr. Anil Khandelwal, Jt. Managing Director & CFO of the Company for the FY 20-21.

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 Section 197, 198 read with Schedule V, other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of the Company, consent of the Members be and is hereby accorded to ratify and approve the remuneration of INR 368.45 lakhs, paid to Mr. Anil Khandelwal, Jt. Managing

Director & CFO of the Company (DIN 02552099), beyond the individual limit of 5% of the net profits of the Company, for the Financial Year 2020-21;

RESOLVED FURTHER THAT Mr. Sujiv Nair, Chief Human Resource Officer and Mr. Govind Singh, 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 the above resolution.”

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

Place: 5th August, 2021

Date: Hyderabad

**Sd/-
Govind Singh
Company Secretary
M. No.: A41173**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, the 27th AGM of the Company is being convened and conducted through VC facility, which does not require physical presence of members at a common venue. The deemed venue for the 27th AGM shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 27th AGM through the Zoom call Video Conferencing. The instructions for participation by Members are given in the subsequent paragraphs.
3. As per the provisions under the MCA Circulars, Members attending the 27th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 27th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 27th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Corporate Member is required to send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf on the email address at govind.singh@ramky.com.
6. In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 27th AGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for year 2021, are being sent only by email to the Members. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company’s website at www.ramkyenviroengineers.com.
7. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 27th AGM. Further, the notice received, if any, under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting. Members seeking to inspect such documents can send an email to govind.singh@ramky.com.
8. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
9. When a poll is required to be taken during the meeting on any resolution, the member shall cast their vote on the resolution only by sending the email to govind.singh@ramky.com through their registered their registered email address which are registered with the Company.
10. As the 27th AGM is being held through VC, the route map is not annexed to this Notice

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the AGM through VC at <https://zoom.us/j/95889634007>
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using 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 AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 27th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the email address govind.singh@ramky.com at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting replied by the Company suitably.
7. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.
8. Members who may want to express their views or ask questions during the AGM may and click on the tab "chat" to post their queries in the window provided, by mentioning their name, demat account number/folio number.
9. 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.

Explanatory Statement
(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 of General Meeting'), the following explanatory statement sets out material facts relating to the special business item mentioned under the accompanying Notice:

Item No 3

On the recommendation of Nomination and Remuneration committee of the Company, the Board of Directors of the Company had appointed Mrs. Vaishali Nigam Sinha (DIN: 02299472) as an Additional Director (Independent) of the Company with effect from 4th February, 2021, subject to regularization by the shareholders in the general meeting. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Vaishali Nigam Sinha shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice the under Section 160 of the Companies Act, 2013 from Mrs. Vaishali Nigam Sinha signifying her candidature as an Independent Director of the Company.

The Company has received a declaration of independence from Mrs. Vaishali Nigam Sinha. In the opinion of the Board, Mrs. Vaishali Nigam Sinha fulfils the conditions specified in the Companies Act, 2013.

Pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the allied rules made thereunder (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the aforesaid appointment of Mrs. Vaishali Nigam Sinha, Independent Director requires approval of Members of the Company by way of an Ordinary Resolution.

Brief Profile of Mrs. Vaishali Nigam Sinha, Independent Director pursuant to para 1.2.5 of Secretarial Standard on General Meetings (SS-2) is provided in the table below:

Name of the Director	Mrs. Vaishali Nigam Sinha
Father's Name	Mr. Om Prakash Nigam
Date of Birth	10.03.1970
Age	51 years
Date of appointment as Additional Director	4 th February 2021
Expertise in specific functional areas	EGS, CSR and sustainability
Qualification	Mrs. Sinha has completed the Owners and Presidents Management Program from Harvard Business School and has a Masters' in Public Policy from Columbia University's School of International and Public Affairs.
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Copy of appointment letter will be available at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting and terms and conditions for appointment of Independent Directors is also available on the website of the Company. The remuneration sought includes sitting fees of INR 1 lakh per meeting and profit related Commission as approved by the Board and shareholders of the Company.

	The Last drawn remuneration is INR Rs. 11lakh for each Board Meeting attended till date.			
Directorship held in other companies	<ol style="list-style-type: none"> 1. Sivatar Ventures Private Limited- Director 2. Savant Advisers Private Limited- Director 3. Art of Charity Organization- Director 4. Renew Wind Energy (Jath) Limited- Director 5. Wisemore Advisory Private Limited- Managing Director 6. Renew Foundation- Director 7. Renew Power International Limited, UK- Director 			
Chairman/member of the committee of the Board of Directors of the Company	ESG Committee (Chairperson) – Ramky Enviro Engineers Limited			
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Name of Company	Name of the Committee	Designation	
	ReNew Wind Energy (Jath) Limited	<ol style="list-style-type: none"> 1. CSR Committee 2. Audit Committee 3. NRC Committee 	Member Member Member	
Number of shares held in the Company	Nil			
Number of Board Meeting attended during the year	3 (Three) Board Meetings			
Relationship with other Directors, Manager and KMPs	Not Applicable			

None of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

Item No. 4, 5, 6 & 7

The Members requested to note that pursuant to the provisions of section 197 of the Companies Act, 2013, the remuneration to Independent ('IDs) and Non-Executive Directors ('NEDs) includes sitting fees for attending board and committee meetings and profit related commission as per the following:

- a) The Sitting fees shall not exceed INR 1 lakh per meeting;
- b) The Profit related commission can be paid only out of the profits; and

shall be subject to a maximum of 5% of the Net Profit calculated per Section 198 of the Companies Act 2013 (threshold limits revised from 1% to 5% as per the Special Resolution passed in EGM dated 27th March 2019)

The NRC and Board have approved the remuneration of Mr. B S Shantharaju, & Mrs. Lim Hwee Hua in the Board meetings held on 27th March 2019, Mr. Narayan K Seshadri in the Board Meeting held on 2nd May 2019 and Mrs. Vaishali Nigam Sinha in the Board Meeting held on 4th February, 2021. The said remuneration comprises the following:-

1. Sitting Fee of INR 1 lakh per Board & Committee Meetings
2. Profit linked commission

The Said directors have received the approved Sitting fee for every Board & Committee Meeting attended during FY 2020-21. The Board has further proposed payment of the following profit related commission for the Non-Executive Directors/Independent directors of the Company for FY 20-21;

Sr. No.	Name of the Director	Designation	Amount in INR
1	Mr. BS Shantharaju	Chairman & Independent Director	33,00,000
2	Mrs. Lim Hwee Hua	Non-Executive Director	35,00,000
3	Mr. Narayan Seshadri	Independent Director	31,00,000
4	Mrs. Vaishali Nigam Sinha	Independent Director	6,00,000

The commission as proposed is within the limits of maximum remuneration approved to be paid to the Non-Executive Directors pursuant to the provisions of the Companies Act, 2013.

Pursuant to the above-mentioned provisions of the Companies Act, 2013, the payment of remuneration to Independent Director and Non-Executive Directors as mentioned in the item no. 4, 5, 6 & 7 of this notice requires approval of Members of the Company by way of Ordinary Resolution. Accordingly, the members are requested to accord their approval to the same.

None of the other Directors (except the above), Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

Item No. 8, 9, 10 & 11

Pursuant to the provisions of Section 197 and Schedule V of the Companies Act, 2013, the threshold limits of managerial remuneration are as follows:-

- Overall 11% of the net profits;
- 5% of the net profits per managerial personnel; and
- 10% of the net profits for all managerial personnel taken together;
- 1% of the net profits to the Non-Executive Directors where there is a managerial personnel.

However, with the approval of shareholders in General Meeting by passing a Special Resolution, a Company can pay the remuneration exceeding the above-mentioned limits.

During FY 2020-21 the net profit of the Company **at Standalone level** has decreased from INR 101.93 crores to INR 64.60 crores, therefore, it is required to obtain an approval from the shareholders by way of a Special Resolution, to increase the above-mentioned threshold for executive Directors beyond 10% of net profits calculated as per section 198 of the Companies Act, 2013.

On recommendation of Board and NRC, the Members in their Extra ordinary General Meeting held on 27th March 2019 increased the maximum limit of remuneration for Non-Executive Directors from 1% of total net profit to 5% of net profits of the Company.

Further, since the amount paid for FY 2020-21 is beyond the overall limits prescribed under the Act, it is also required to obtain an approval from the shareholders for ratification of the said remuneration, in accordance with the recommendation of the Nomination and remuneration committee and the Board of Directors of the Company.

As per the Net Profit of FY 2020-21, the payment of the overall maximum remuneration accrued/paid to the Executive Directors for the FY 20-21 is INR 1162.41 lakhs, which is approx 18% of the Net profits of the Company. Therefore, the Board is requested increase the limit of maximum remuneration payable to the Executive Directors including Managing Director and Whole time directors from 10% to 30% of the net profits

of the Company and the overall managerial remuneration to all the Directors shall not exceed the aggregate of (i) 30% of net profits for that financial year for Executive Directors including Managing Director and Whole time directors and (ii) 5% of net profits for that financial year for Non-Executive Directors of the Company.

Pursuant to the above-mentioned provisions of the Companies Act, 2013, the Board has recommended the item no. 8, 9, 10 & 11 for approval of Members of the Company by way of Special Resolution. Accordingly, the members are requested to accord their approval to the same.

None of the other Directors (except the concerned), Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

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

Place: 5th August, 2021

Date: Hyderabad

**Sd/-
Govind Singh
Company Secretary
M. No.: A41173**