

RAMKY ENVIRO ENGINEERS LIMITED

PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF RAMKY ENVIRO ENGINEERS LIMITED CONDUCTED ON MONDAY, SEPTEMBER 27, 2020 AT 12:00 NOON THROUGH VEDIO CONFERENCING IN LINE WITH THE MINISTRY OF CORPORATE AFFAIRS (MCA) GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020 READ WITH GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 AND GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020

Introduction:

The Company Secretary welcomed all to the 27th Annual General Meeting of Ramky Enviro Engineers Limited.

Members Present Through Video Conferencing:

Mr. A. Ayodhya Rami Reddy
Mr. Y.R. Nagaraja
Mr. Shujath Bin Ali (Corporate Representative of Metropolis Investment Holdings Pte.Ltd)
Ms. Y. N. Madhu Rani
Mrs. M. Udaya Kumari
Mr. Sharan Alla
Mr. A. Ishaan
Mr. Ishaan Alla
Mr. M. Goutham Reddy

Directors Present Through Video Conferencing:

Mr. BS Shantharaju, Chairman & Independent Director
Mr. Narayan Seshadri, Independent Director
Mr. Rohan Suri, Nominee Director
Mr. M. Goutham Reddy, Managing Director & CEO
Mr. Masood Mallick, Joint Managing Director
Mrs. Vaishali Nigam Sinha, Independent Director

In Attendance Through Video Conferencing:

Mr. Govind Singh, Company Secretary
Mr. Darshan Varma, Statutory Auditor, M/s S.R Batliboi & Associates LLP
Mr. R. Ramakrishna Gupta, Secretarial Auditor, M/s R & A Associates

Representatives Of Committees

Mr. Narayan Seshadri, Chairman of the Audit Committee and Nomination & Remuneration Committee,
Mr. BS Shantharaju, Chairman of the Corporate Social Responsibility Committee

Chairman's Speech

Mr. BS Shantharaju, Chairman of the Board took the proceedings further. He first gave an introductory speech followed by the financial highlights from Mr. M. Goutham Reddy, Managing Director & CEO of the Company.

Thereafter, he proceeded with the conduct of the AGM.

Confirmation of Quorum

As the requisite Quorum was present, and meeting was in order, the meeting was duly commenced.

Leave of absence

Leave of absence was granted to Mr. Anil Khandelwal, Director and Mrs. Hwee Hua Lim, Nominee Director of the company, who expressed their inability to attend the meeting.

Registers and Records:-

The members were informed that the Registers, Reports and Records as mentioned in the Notice of AGM are available for inspection on request from the members.

Members were requested to note that the accounts of all the Subsidiary Companies are also approved by the respective Boards.

Report of the Statutory Auditors:-

The representatives of the statutory auditors briefed on their Statutory Audit Report for FY 20-21.

Report of the Secretarial Auditors:-

The representatives of the statutory auditors briefed on their Secretarial Audit Report for FY 20-21.

Voting:

Since the e-voting is not applicable to the Company, the Chairman proposed the voting by show of hands on the agenda items.

Ordinary Business:	
Item # 1 Adoption of financial statements	<p>The Chairman invited queries on the Standalone and Consolidated Audited Financial Statements of the Company and the Director's Report and the report of Auditor's thereon.</p> <p>There being no queries, Mr. M. Gautam Reddy, Managing Director & CEO (and Member) (DIN: 00251461) proposed the resolution and Mr. A. Ayodhya Rami Reddy, Member seconded the same.</p> <p>The Chairman then put the resolution(s) to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>
Item# 2 Re-appointment of Directors retiring by rotation	<p>The Chairman informed that Mr. Masood Alam Mallick, Director (having DIN: 01059902), retires at this Annual General Meeting and being eligible offered himself for reappointment.</p> <p>Mr. Y R Nagaraja, Member proposed the resolution and Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>
Special Business	

<p>Item # 3</p> <p>Regularization of the Director</p>	<p>To regularize the appointment of Mrs. Vaishali Nigam Sinha as an Independent Director of the Company</p> <p>The Chairman informed that Mrs. Vaishali Nigam Sinha (DIN:02299472) was appointed as Additional Director (Independent) in the Board Meeting held on 4th February, 2021, hence the Board accordingly recommended for her regularization as a Director on the Board, by the Shareholders in this AGM.</p> <p>There being no queries, Mr. M. Gautam Reddy, Managing Director & CEO (and Member) (DIN: 00251461) proposed the resolution and Mr. A. Ayodhya Rami Reddy, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>
<p>Item # 4</p> <p>Profit Related Commission to Mr. BS Shantharaju</p>	<p>To approve the Profit Related Commission to Mr. BS Shantharaju, Independent Director of the Company</p> <p>The Chairman being interested in the agenda entrusted the conduct of the proceedings in respect of this item to Mr. Goutham Reddy, Managing Director & CEO (and Member) (DIN: 00251461) with the consent of the other Members present and he proposed the resolution for the payment of profit related commission to Mr. BS Shantharaju, Independent Director of the Company. Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd seconded the same.</p> <p>The resolution was then put to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p> <p>Thereafter, Mr. BS Shantharaju, Chairman resumed the Chair to conduct the further proceedings of the meeting.</p>
<p>Item # 5</p> <p>Profit Related Commission to Mr. Narayan Seshadri</p>	<p>To approve the Profit related Commission to Mr. Narayan Seshadri, Independent Director of the Company</p> <p>The Chairman placed on record an appreciation for the contributions made by Mr. Narayan Sheshadri, as the Independent Director of the Company.</p> <p>Thereafter, Mr. A Sharan, Member proposed the resolution and Mr. A. Ayodhya Rami Reddy, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>
<p>Item # 6</p> <p>Profit Related Commission to Mrs. Vaishali Nigam Sinha</p>	<p>To approve the Profit related Commission to Mrs. Vaishali Nigam Sinha, Independent Director of the Company</p> <p>Mr. Goutham Reddy, Managing Director & CEO (and Member) (DIN: 00251461) proposed the resolution and Mr. A. Ayodhya Rami Reddy, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>

<p>Item # 7</p> <p>Profit Related Commission to Mrs. Lim Hwee Hua</p>	<p>To approve the Profit related Commission to Mrs. Lim Hwee Hua, Non-Executive Director of the Company</p> <p>Mr. Y R Nagaraja, Member proposed the resolution and Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as an ordinary resolution.</p>
<p>Item # 8</p> <p>increase in the limits of Managerial remuneration</p>	<p>To approve the increase in maximum limit of the Overall Managerial remuneration and the maximum limit of remuneration of Executive Directors of the Company</p> <p>The Chairman informed the members that the Board of the Company, has recommended an increase in the limits of the maximum Managerial Remuneration to the Executive Directors including Managing Director and Whole time directors from 10% to 30% of the net profits with effect from financial year 2020-21 and increase in the overall limits of the managerial remuneration to all the Directors to 35% of the Net Profits of the Company.</p> <p>Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd proposed the resolution and Mr. Y R Nagaraja, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as a Special Resolution.</p>
<p>Item # 9</p> <p>Payment of remuneration to Mr. M Goutham Reddy, Managing Director & CEO</p>	<p>To ratify the payment of remuneration to Mr. M Goutham Reddy, Managing Director & CEO of the Company for the FY 20-21.</p> <p>The Chairman informed the members that the Board of the Company, has recommended the payment of remuneration of INR 320.05 Lakhs to Mr. M Goutham Reddy, Managing Director & CEO of the Company (DIN 00251461), for the Financial Year 2020-21.</p> <p>Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd proposed the resolution and Mr. Y R Nagaraja, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as a Special Resolution.</p>
<p>Item # 10</p> <p>Payment of remuneration to Mr. M Masood Malik, Jt. Managing Director</p>	<p>To ratify the payment of remuneration to Mr. M Masood Malik, Jt. Managing Director of the Company for the FY 20-21.</p> <p>The Chairman informed the members that, the Board of the Company, has recommended the payment of remuneration of INR 473.91 Lakhs to Mr. M Masood Malik (DIN 01059902), Jt. Managing Director of the Company, for the Financial Year 2020-21.</p> <p>Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd. proposed the resolution and Mr. Y R Nagaraja, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as a Special Resolution.</p>

<p>Item # 11</p> <p>Payment of remuneration to Mr. Anil Khandelwal, Jt. Managing Director &CFO</p>	<p>To ratify the payment of remuneration to Mr. Anil Khandelwal, Jt. Managing Director &CFO of the Company for the FY 20-21.</p> <p>The Chairman informed the members that, the Board of the Company, has recommended the payment of remuneration of INR 368.45 Lakhs to Mr. Anil Khandelwal, Jt. Managing Director & CFO of the Company of the Company, for the Financial Year 2020-21.</p> <p>Mr. Shujath Bin Ali, Corporate Representative of Metropolis Investment Holdings Pte. Ltd .proposed the resolution and Mr. Y R Nagaraja, Member seconded the same.</p> <p>The Chairman then put the resolution to Vote by show of hands. There being no dissents, the same was passed unanimously as a Special Resolution.</p>
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The meeting was then open to all the shareholders to ask questions on the Company.

<p>Vote of thanks</p>	<p>With no other business to transact, the meeting was concluded at 1 PM with a vote of thanks to the Chair.</p>
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