

**MEDICARE ENVIRONMENTAL
MANAGEMENT
PRIVATE LIMITED**

**24TH ANNUAL REPORT
2020-21**

MEDICARE ENVIRONMENTAL MANAGEMENT PRIVATE LIMITED

(CIN: U24117TG1997PTC026555)

Registered office: 13th Floor, Ramky Grandiose, Ramky Towers Complex,
Gachibowli, Hyderabad-500032, Telangana, India

T: +91 40 2301 5000 Email Id: cs.reel@ramky.com

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the members of Medicare Environmental Management Private Limited will be held on Friday, 13th August, 2021 at 12.00 PM at the registered office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers, Gachibowli, Hyderabad – 500032, Telangana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended 31st March, 2021 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj Maharaj (DIN: 00135140), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

1. TO ALTER ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special resolution:

“RESOLVED THAT, pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any and on the recommendation of the Board of Director in the Board meeting held on 14th May, 2021, the existing Articles of Association of the Company be and is hereby amended and substituted with the revised Articles of Association of the Company places before this meeting duly initialed by Mr. A Satyanarayana, Whole time Director (DIN-05198294) of the Company for the purpose of identification.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution”

2. REGULARISATION OF MR. SANJIV KUMAR (DIN:07627483) AS DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152, 161 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), Mr. Sanjiv Kumar (DIN: 07627483), who was appointed as an Additional Director with effect from 11th September, 2020, on the Board of Directors of the Company in terms of provisions of Section 161(1) of Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, and shall be liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized jointly and/or severally, as the case may be, to take all such steps as may be necessary, proper and expedient or incidental thereto for the purpose of giving effect to the aforesaid resolution”.

3. **TO CONSIDER THE CHANGE IN DESIGNATION OF MR. SATYANARAYANA ADAMALA (DIN: 05155290) FROM DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY :**

To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution:

‘RESOLVED THAT pursuant to provisions of Section 152, 196, 197, 203 of the Companies Act, 2013 and any other applicable provisions thereof and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and read with Schedule V of the Act, and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded to approve the appointment of Mr. Satyanarayana Adamala (DIN: 05198294) as whole time director, whose designation was changed from Director to Whole time Director by the Board of Directors in their meeting held on 11th September, 2020, for a period of 5 years with effect from 11th September, 2020, on the terms and conditions of appointment and remuneration as approved by the Board of Directors, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment or/and remuneration.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds and things as may be necessary in respect thereof for the purpose of giving effect to this resolution.’’

By order of the Board of Directors of
Medicare Environmental Management Private Limited

A. Satyanarayana
Whole time Director
DIN: 05198294

Place : Hyderabad
Date : 14.05.2021

NOTES:

1. *A member entitled to attend and vote at the Twenty Fourth (24th) 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. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of 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. *An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Para 1.2.5 of SS-2 ('Secretarial Standard of General Meeting') 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. *The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangement, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.*
8. *All documents referred to in the Notice and Explanatory Statement shall be open for inspection at the registered office of the Company at 13th Floor, Ramky Grandiose, Ramky Towers Gachibowli Hyderabad 500032 on all working days between 10 A.M. to 6 P.M. and also at the AGM.*
9. *At the 22nd Annual General Meeting of the Company held on 30th September 2019, 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 22nd Annual General Meeting till the conclusion of the 26th Annual General Meeting. Vide Notification dated 07th 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 24th Annual General Meeting.*

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

As required under section 102 of the Companies Act, 2013 (Act) and Para 1.2.5. of SS-2 (Secretarial Standards of General Meeting), the following explanatory statement sets out material facts relating to the special business item mentioned under the accompanying Notice:

Item No 1:

The Shareholders agreement dated 20th August 2020 entered into between Ramky Enviro Engineers Limited, Metropolis Investment Holdings Pte. Ltd, Alla Ayodhya Rami Reddy, Oxford Ayyappa Consulting Service (India) Private Limited, and the persons identified in Schedule I to the Shareholder's Agreement (hereinafter referred to as 'SHA') has been amended on 4th February 2021. To incorporate the relevant provisions of the amended Shareholder's Agreement into Articles of Association of Subsidiary Company, the Company needs to amend its existing Articles of Association.

The Board of Directors in the meeting held on 14th May, 2021 has recommended amend to the existing Articles of Association of the Company. Draft copy of the revised Articles of Association is provided as an annexure to this notice.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires the approval of the Shareholders by way of Special Resolution. Accordingly, the above-mentioned matter as recommended by the Board has been placed before the Shareholders for approval.

None of the directors, key managerial personnel, or their relatives are in anyway concerned or interested, financial or otherwise in the resolutions.

Item No.2

Mr. Sanjiv Kumar (DIN: **07627483**), who was appointed as Additional Director of the Company, by a resolution passed by the Board of Directors in their meeting held on 11th September, 2020 vacates the office as Additional Director on the date of forthcoming Annual General Meeting in accordance to Section 161(1) of Companies Act, 2013 ('the Act') and applicable provisions of Articles of Association of the Company.

Further, the Company has received consent in writing to act as Director and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director.

Pursuant to the provisions of Section 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 articles of the Articles of Association of the Company, the aforesaid appointment of Mr. Sanjiv Kumar (DIN: **07627483**) as Director of the Company requires approval of Members of the Company by way of an ordinary resolution.

Brief Profile of Mr. Sanjiv Kumar (DIN: **07627483**) Director pursuant to para 1.2.5 of SS-2 is provided in the table below:

Name of the Director	Sanjiv Kumar
DIN	07627483
Father's Name	Mr. Dinesh Prasad Singh
Date of Birth	27 January, 1973

Age	48 Years																
Date of appointment as Director	11 th September, 2020																
Expertise in specific functional areas	Expert in Environmental Mapping, GIS, Urban Planning etc.																
Qualification	Post Graduate in Geography, Environmental Planning, Environment design etc.																
Terms and conditions of appointment and reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Copy of appointment letter available at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting																
Directorship held in other companies	1. Pithampur Industrial Waste Management Private Limited 2. Ramky IWM Private Limited 3. Tamil Nadu Waste Management Limited 4. Mumbai Waste Management Limited 5. Jodhpur MSW Private Limited 6. Kesda Waste Management Private Limited 7. West Bengal Waste Management Limited 8. Adityapur Waste Management Private Limited																
Chairman/member of the committee of the Board of Directors of the Company	Member of Corporate Social responsibility Committee of the Company.																
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	<table><tr><th>Sr. No.</th><th>Name of Company</th><th>Name of the Committee</th><th>Designation</th></tr><tr><td>1</td><td>Mumbai Waste Management Limited</td><td>i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility</td><td>Member</td></tr><tr><td>2</td><td>Tamilnadu Waste Management Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td>3</td><td>West Bengal Waste Management Limited</td><td>i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility</td><td>Member</td></tr></table>	Sr. No.	Name of Company	Name of the Committee	Designation	1	Mumbai Waste Management Limited	i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility	Member	2	Tamilnadu Waste Management Limited	Corporate Social Responsibility Committee	Member	3	West Bengal Waste Management Limited	i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility	Member
Sr. No.	Name of Company	Name of the Committee	Designation														
1	Mumbai Waste Management Limited	i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility	Member														
2	Tamilnadu Waste Management Limited	Corporate Social Responsibility Committee	Member														
3	West Bengal Waste Management Limited	i) Nomination & Remuneration Committee ii) Audit Committee iii) Corporate Social Responsibility	Member														
Number of shares held in the Company	Nil																
Number of Board Meeting attended	Six Board meeting during the financial year 2020-21																
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. The resolution as set out in item No. 2 of this Notice is accordingly recommended for your approval by the Board.

Item No.3

The Board of Directors after considering the knowledge, acumen, expertise and experience of Mr. Satyanarayana Adamala (DIN: 05198294) in his respective fields and substantial contribution made as Director of the Company, the Board of Directors in their meeting held on 11th September 2020, changed the designation of Mr. Satyanarayana Adamala (DIN: 05198294) from Director to Whole-time Director for a period of 5 years with effect from 11th September, 2020 with subject to the shareholder's approval in the ensuing general meeting of the Company.

Pursuant to the provisions of Section 196 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 Mr. Satyanarayana Adamala (DIN: 05198294) as Whole time director of the Company require approval of Members of the Company by way of an ordinary resolution in the next general meeting.

Brief Profile of Mr. Satyanarayana Adamala (DIN: 05198294) Director pursuant to para 1.2.5 of SS-2 is provided in the table below.

Name of the Director	Mr. Satyanarayana Adamala			
DIN	05198294			
Father’s Name	Mr. Ganga Reddy Adamala			
Date of Birth	12 th June, 1981			
Age	40 years			
Date of appointment as Director	16 th February,2015			
Expertise in specific functional areas	Process Engineering and R & D			
Qualification	M.S, Chemical Engineering B.E, Chemical Engineering			
Terms and conditions of appointment and reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Copy of appointment letter available at the registered office of the Company during business hours on any working day up to the date of this Annual General Meeting			
Directorship held in other companies	1 Ramky Energy and Environment Limited 2 Ramky Reclamation and Recycling Limited 3 Ramky MSW Private Limited 4 Hyderabad C & D Waste Private Limited 5 Ramky ARM Recycling Private Limited 6 Hyderabad Integrated MSW Limited 7 Maridi Bio Industries Private Limited 8 Chennai MSW Private Limited 9 Ramky IWM Private Limited			
Chairman/member of the committee of the Board of Directors of the Company	Member of Corporate Social responsibility Committee of the Company.			
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	Sr. No.	Name of Company	Name of the Committee	Designation
	1	Ramky Energy and Environment Limited	Corporate Social Responsibility	Member
	2	Hyderabad Integrated MSW Limited	Corporate Social Responsibility	Member
Number of shares held in the Company	Nil			
Number of Board Meeting attended	Twelve Board meetings during the financial year 2020-21.			
Relationship with other Directors, Manager and KMPs	Not applicable			

None of the Directors of the Company except Mr. Satyanarayana Adamala, are concerned or interested, financially or otherwise, in the resolution. The resolution as set out in item No. 3 of this Notice is accordingly recommended for your approval by the Board.

By the order of the Board
Medicare Environmental Management Private Limited

A. Satyanarayana
Whole time Director
DIN: 05198294

Place : Hyderabad
Date : 14.05.2021

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T: +91 40 2301 5000 Email Id: cs.reel@ramky.com**Proxy Form - Form MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

24th Annual General Meeting: Friday, 13th August, 2021 at 12.00

Name of the Member(s) :
Registered address :
E-mail id :
Folio No./ Client ID No. :
DP ID :

I/We, being the member (s) holding shares of the Company, hereby appoint

1. Name :
Address :
e-mail id :
Signature : or failing him/her

2. Name :
Address :
e-mail id :
Signature : or failing him/her

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 Friday, 13th August, 2021 at 12.00 PM at the registered office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad-500032, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution serial No.	Resolution	Voting (optional)		
Ordinary Business-		For	Against	Abstain
1	To receive, consider and adopt the audited financial statements for the financial year ended 31st March 2021 and along with the Auditors' Report and Directors' Report thereon.			
2	To appoint a Director in place of Mr. Pankaj Maharaj (DIN: 00135140), who retires by rotation and being eligible offers himself for re-appointment.			
Special Business -				
3	To approve the alteration of Articles of Association of the Company.			
4	To approve the regularization of Mr. Sanjiv Kumar (DIN: 07627483) as Director of the company.			
5	To approve the change in designation of Mr. Satyanarayana Adamala (DIN: 05198294) from Director to Whole Time Director of the Company effective from 11 th September, 2020.			

Signed this

<p>.....</p> <p>Signature of the Member</p>	<p>Affix revenue stamp of not less than Rupees 1/-</p>
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Notes:

- 1. The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting.*
- 2. The Proxy need not be a Member of the Company.*
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.*
- 4. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions , your proxy will be entitled to vote in the manner as he/she may deem appropriate.*

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ATTENDANCE SLIP

24th Annual General Meeting –Friday, 13th August, 2021

Registered Folio No. / DP ID No. / Client ID:

Number of shares held :

Name and Address of the Shareholder/Proxy:

I/we hereby record my presence at the 24th Annual General Meeting of the Company, held on Friday, 13th August, 2021 at 12 PM the Registered Office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers Complex, Gachibowli, Hyderabad-500032, Telangana.

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Signature of the Shareholder/Proxy

Notes:

- 1. Shareholders attending the meeting in person or through proxy are requested to fill in the Attendance Slip and submit the same at the attendance verification counter at the entrance of Meeting hall.*
- 2. Bodies Corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.*
- 3. The Annual Report for 2020-21 and Notice of the Annual General Meeting (AGM) along with attendance slip and proxy form is being sent to all the members at their addresses registered with the Company.*

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING:

