

NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the members of Ramky Estates And Farms Limited will be held on Monday 30th day of September, 2019 at 05:00 P.M. at the Registered Office of the Company, situated at 09th Floor, Ramky Grandiose, Ramky Towers, Gachibowli, Hyderabad - 500032 to transact the following business, at shorter notice:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS

To review, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March 2019 and the Statement of Profit and Loss for the year ended 31st March 2019 together with the Reports of the Directors and the Auditors thereon.

2. APPOINTMENT OF DIRECTOR

To Appoint a director in place of Mr. Nanda Kishore Mudumbai (DIN: 05102662), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. TO FIX REMUNERATION OF THE COST AUDITOR

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 148(3) and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. MPR & Associates, Cost Accountant appointed as cost auditor by the board of directors of the company to audit the cost records of the company for the financial year 2018-19 and 2019-20, be paid a remuneration of INR 55,000 per annum plus applicable tax and out of pocket expenses as may be required.

RESOLVED FURTHER THAT the Board of Directors of the company be and is here by authorized to do acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. TO REGULARISE THE APPOINTMENT OF MRS. ALLAM RAMA DEVI (DIN: 07120218) 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 Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment thereto or re-enactment thereof) on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to regularize the appointment Mrs. Allam Rama Devi (DIN: 07120218) as a Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 29th, 2019 who holds office until ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file e-Forms with Registrar of Companies and to do all such things, deeds, acts and matters as may be necessary for giving effect to the aforesaid resolution”

5. TO REGULARISE THE APPOINTMENT OF MR. SRIDHAR REDDY MANDADI (DIN: 02378365) 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 Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment thereto or re-enactment thereof) on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to regularize the appointment Mr. Sridhar Reddy Mandadi (DIN: 02378365) as a Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 25th, 2019 who holds office until ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file e-Forms with Registrar of Companies and to do all such things, deeds, acts and matters as may be necessary for giving effect to the aforesaid resolution”

BY ORDER OF THE BOARD
FOR RAMKY ESTATES AND FARMS LIMITED

ARVIND SHARMA
COMPANY SECRETARY
MEMBERSHIP NO.: A52488

PLACE : HYDERABAD
DATE : SEPTEMBER 27TH, 2019

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the company.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxy forms should be duly completed, signed and stamped before depositing at the Registered Office of the Company.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members 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, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
4. Members/Proxies are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the Meeting.
5. Corporate Members intending to send their Authorized Representative(S) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
6. Member(s) are requested to notify immediately any change in their address to the Company at the Registered Office.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members are requested to send their queries at least 10 (ten) days before the date of meeting so that information can be made available at the meeting.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses to the Company at its registered office address.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice dated 27.09.2019:

ITEM 3:

In pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditor) Rules 2014, the company is required to appoint a cost auditor to audit the cost records of the company.

The board has considered and approved the appointment of M/s MPR & Associates as the cost auditor for the financial year 2018-19 and 2019-20 at Remuneration of INR 55,000/- (Rupees Fifty Five Thousand only) per annum plus applicable tax and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of members.

None of the director/Key Managerial Personnel of the company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM 4:

Mrs. Allam Rama Devi (DIN: 07120218) was appointed as an Additional Director of the Company with effect from March 29th, 2019 by the Board of Directors under Section 161(1) of the Companies Act, 2013. In terms of Section 161(1) of the Act, Mrs. Allam Rama Devi holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director of the Company.

The Directors are of the view that the appointment of Mrs. Allam Rama Devi, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members as recommended by the Board for their approval.

Except Mrs. Allam Rama Devi, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is any way concerned or interested, financially or otherwise, in the resolution set out at Item 4 of the Notice.

Your Board recommends the resolution at set out in Item 4 for approval of the members by way of Ordinary resolution.

ITEM 5:

Mr. Sridhar Reddy Mandadi (DIN: 07120218) was appointed as an Additional Director of the Company with effect from May 25th, 2019 by the Board of Directors under Section 161(1) of the Companies Act, 2013. In terms of Section 161(1) of the Act, Mr. Sridhar Reddy Mandadi holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director of the Company.

The Directors are of the view that the appointment of Mr. Sridhar Reddy Mandadi, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members as recommended by the Board for their approval.

Except Mr. Sridhar Reddy Mandadi, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is any way concerned or interested, financially or otherwise, in the resolution set out at Item 5 of the Notice.

Your Board recommends the resolution at set out in Item 5 for approval of the members by way of Ordinary resolution.

BY ORDER OF THE BOARD
FOR RAMKY ESTATES AND FARMS LIMITED

ARVIND SHARMA
COMPANY SECRETARY
MEMBERSHIP NO.: A52488

PLACE : HYDERABAD
DATE : SEPTEMBER 27TH, 2019