



Registered office: Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City
Hitech City Road, Hyderabad, Telangana-500081, India
T: 040 – 2444 6000, E: cs.reel@resustainability.com

NOTICE OF (23rd) ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the Twenty-Third Annual General Meeting of the members of Mumbai Waste Management Limited will be held on **Friday, 30th day of August, 2024 at 10:00 AM** at Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City Hitech City Road, Hyderabad, Telangana-500081, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Kumar (DIN: 07627483) Director, who retires by rotation, and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Mrs. Aarathi Lakshmi Kesiraju (DIN: 09784875) as Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, as may be applicable (including any statutory modification or re-enactment thereof), and on the recommendation of the Board at its meeting held on 29th August, 2024, Mrs. Aarathi Lakshmi Kesiraju (DIN: 09784875), who was appointed as an Additional Director of the Company with effect from 15th September, 2023 hold such office upto the date of the 23rd Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to retire by rotation.

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

4. **To approve the extension of tenure of the Related Party Transaction entered with the Ramky Infrastructure Limited for Civil Construction Work at Waste to Energy site at Deonar, Mumbai.**

To considered, and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules and regulations made thereunder

Mumbai Waste Management Limited
(A Subsidiary of Re Sustainability Limited)

CIN No. U90001TG2001PLC037829

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and in accordance with the Related Party Policy of the Company consent of the Members of the Company be and is hereby accorded to extend the tenure of the existing Related Party Transaction executed with the Ramky Infrastructure Limited, as previously approved by the Board and Shareholders on 30th March 2022, as outline below:

1.	Name of the Related Party	Ramky Infrastructure Limited (RIL)
2.	Nature of Relationship	Mr. Alla Ayodhya Rami Reddy is common Shareholder in the holding Company of the Company and RIL
3.	Nature of Transaction	Civil Work for development of 600 TPD Waste to Energy Project at Deonar, Mumbai, on Design- Build Lumpsum Turnkey basis
4.	Amount of Transaction	INR 300 Crore + 3% Contingency- subject to maximum of Rs. 310 crore (Excluding taxes)
5.	Duration of Transaction	Tenure has been extended till 05 th April, 2026
6.	Advance	Nil
7.	Material Terms of Transaction	Except for the tenure, all originally agreed terms, conditions and value remains unchanged.

“RESOLVED FURTHER THAT all the Directors of the Company be and is hereby severally authorized to do all such acts deeds and things as may be considered necessary to give effect to this resolution.

RESOLVD FUTHER THAT a certified true copy of this resolution be furnished to such person or authorities as may be required, under the signature of any one of the Director of the Company.”

**For and on behalf of the Board
Mumbai Waste Management Limited**

**Name: Somnath Malgar
Designation: Whole Time Director
DIN: 08241507**

**Date: 29th August, 2024
Place: Hyderabad**

NOTES:

1. *A Statement to be annexed to the Notice pursuant to the Section 102 of the Companies Act, 2013 (“Act”), relating to the Special Business to be transacted at the 23rd Annual General Meeting is attached hereto and forms an integral part of the Notice.*
2. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself*

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- and such proxy need not be a member of the Company. Proxy forms in order to be valid should be duly stamped, signed and completed in all respects shall be lodged at the registered office of the Company not less than 48 hours before the commencement of the meeting.*
- 3. 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.*
 - 4. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.*
 - 5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.*
 - 6. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.*
 - 7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.*
 - 8. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013.*
 - 9. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.*
 - 10. All documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered office of the Company at Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad – 500081, Telangana, India on all working days between 10 A.M. to 6 P.M. and also at the AGM.*
 - 11. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.*
 - 12. The route map of venue of above mentioned Annual General Meeting is attached herewith.*

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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 on General Meetings”), the following explanatory statement sets out material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 3.

The tenure of Mrs. Aarthi Lakshmi Kesiraju (DIN: 09784875), who was appointed as an Additional Director in the Board with effect from 15th September, 2023, is going to expire on the date of the 23rd Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013.

The Board in meeting held on 29th August, 2024 recommended to the Members, regularization by appointment of Mrs. Aarthi Lakshmi Kesiraju (DIN: 09784875), as Director of the Company in accordance with the provisions of Section 152 of the Companies Act, 2013.

In order to regularize the appointment of Mrs. Aarthi Lakshmi Kesiraju (DIN: 09784875), approval of Shareholders is required by way of Ordinary Resolution. Accordingly, the above-mentioned matter is placed before the Shareholders for approval.

None of the Directors of the Company including their relatives, other than Mrs. Aarthi Lakshmi Kesiraju (DIN: 09784875), are, in any way, concerned or deemed to be interested, financial or otherwise, in the proposed resolution.

Item No. 4.

This is to inform you that, Board of Directors and Members of the Company, in the Meeting held on 30th March, 2022 approved the Related Party Transaction with the M/s Ramky Infrastructure Limited (RIL) for the development of Civil Infrastructure of 600 TPD Waste-to-Energy Project Located at Deonar, Mumbai.

The scope of work was, on a Design-Build Lump sum Turnkey Basis, and includes the Civil Work Services (The Project) to be delivered by Ramky Infrastructure Limited. It was initially agreed to complete the work within the time span of 24 months from the date of issuance of Work Order.

Due to due to unforeseen circumstances completion timeline of the Project has been delayed. Consequently Ramky Infrastructure Limited has requested for an extension upto 05th of April 2026, with the same terms and conditions as previously agreed.

The Board in the meeting held on 29th August, 2024 approved the extension of the tenure upto 5th April 2026 with subject to the Shareholders approval.

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The Details of the transaction are as follows:

1.	Name of the Related Party	Ramky Infrastructure Limited (RIL)
2.	Nature of Relationship	Mr. Alla Ayodhya Rami Reddy is common Shareholder in the holding Company of the Company and RIL
3.	Nature of Relationship	Civil Work for development of 600 TPD Waste to Energy Project at Deonar, Mumbai, on Design- Build Lumpsum Turnkey basis
4.	Amount of Transaction	INR 300 Crore + 3% Contingency- subject to maximum of Rs. 310 crore (Excluding taxes)
5.	Duration of Transaction	Tenure has been extended till 5 th April 2026
6.	Advance	Nil
7.	Material Terms of the transaction	Except for the tenure, all originally agreed terms, conditions, and values remain unchanged.

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, requires approval of the Shareholders. Accordingly, the above-mentioned matter as recommended by the Board has been placed before the Shareholders for approval.

None of the Directors of the Company including their relatives are, in any way, concerned or deemed to be interested, financial or otherwise, in the proposed resolution.

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MUMBAI WASTE MANAGEMENT LIMITED

(CIN: U90001TG2001PLC037829)

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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]

23rd Annual General Meeting on Friday, 30th Day of August, 2024 at 10:00 AM

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 23rd Annual General Meeting of the company, to be held on **Friday, 30th August 2024 at 10:00 AM** at the registered office of the Company situated at Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad, Telangana-500081, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

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..... Signature of the Member	Affix revenue stamp of not less than Rupees 1/-
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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

23rd Annual General Meeting – Friday, 30th August, 2024 at 10:00 AM

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 23rd Annual General Meeting of the Company, held on Friday, **30th day of August, 2024 at 10:00 AM** at the Registered Office of the Company situated at Level 11B, Aurobindo Galaxy, Hyderabad Knowledge City, Hitech City Road, Hyderabad, Telangana-500081, India.

.....
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 2023-24 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.*

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ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING:



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