

MUMBAI WASTE MANAGEMENT LIMITED

(CIN: U90001TG2001PLC037829)

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

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of Mumbai Waste Management Limited will be held on **Thursday 13th August 2020 at 12:30 PM** at 13th Floor, Ramky Grandiose, Ramky Towers, Gachibowli, Hyderabad – 500032 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the IND AS Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To re- appoint Mr. Pankaj Maharaj (DIN: 00135140), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

1. **To re-appoint Mr. P G Sastry as an Independent Director 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Board of Directors, Dr. Peddibhotla Gangadhara Sastry (DIN 01890172) who holds office of Independent Director up to 1st September, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under the Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a Second term of three consecutive years commencing from 1st September, 2020 to 31st August, 2023.

RESOLVED FURTHER THAT, the Board of Directors of the Company and/ or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Somnath Malgar
Whole time Director
DIN: 08241507**

Place : Hyderabad
Date : 29th May, 2020

NOTES:

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself 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.*
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.*
3. *When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.*
4. *Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.*
5. *Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.*
6. *An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”) (“the Act”) relating to the Special Business to be transacted at the Meeting is 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.
10. *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.*
11. *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 Hyderabad TG 500032 on all working days between 10 A.M. to 6 P.M. and also at the AGM.*
12. *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.*
13. *The route map of venue of above mentioned Annual General Meeting is attached herewith.*

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

**Somnath Malgar
Whole time Director
DIN: 08241507**

Place : Hyderabad
Date : 29th May, 2020

**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 the following explanatory statement sets out all material facts relating to the special business items mentioned under the accompanying Notice:

Item No. 3:

Dr. P G Sastry was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the shareholders at the Annual General Meeting held on 30th September, 2015 to hold office upto 1st September, 2020 ('first term').

The nomination and remuneration committee of the Board of Directors has recommended the re-appointment of Mr. PG Sastry as an Independent Director on the Board of the Company for another term of Three (3) Years commencing with effect from 2nd September, 2020 to 1st September, 2023 and not liable to retire by rotation. Mr. PG Sastry is a related party to the Company as per Section 2(76) of the Companies Act, 2013. As per Section 177(4)(iv) of the Companies Act, 2013, the Audit Committee has to accord its approval to any related party transaction and accordingly the necessary approval of the Audit Committee for this agenda was obtained at its meeting held on 28th May 2020.

Pursuant to the provisions of Sections 149, 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 re-appointment of Mr. PG Sastry, Independent Director requires approval of Members of the Company by way of a Special resolution pursuant to Section 149(10) of the Companies Act, 2013. Notice in writing under section 160 of the Companies Act, 2013 is received from Mr. PG Sastry signifying his candidature for the office of independent director of the Company. Mr. PG Sastry is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as an independent director. The Company has also received declaration from Mr. PG Sastry that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

Your Directors propose to re- appointment of Mr. PG Sastry (DIN 01890172) as Independent Director on the Board of the Company for Three (3) Years after evaluating his performance. The terms and conditions of appointment of Mr. PG Sastry is available for inspection by the members at the registered office of the company and will also be available at the annual general meeting.

Your directors recommend this resolution for your approval. None of the directors except Mr. PG Sastry (DIN 01890172), are in any way concerned or interested in the said resolution.

Brief Profile of Mr. PG Sastry, Independent Director pursuant to para 1.2.5 of SS-2 is provided in the table below:

Name of the Director	Dr. Peddibhotla Gangadhara Sastry
Father's Name	Mr. Sreeramulu Peddibhotla
Date of Birth	14.02.1937
Age	83 years
Date of First Appointment	02.09.2015

Expertise in specific functional areas	Waste Management																								
Qualification	Civil Engineer																								
Terms and conditions of appointment and reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As per the draft 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 and available on the website of the Company https://www.mumbaiwastemanagement.com/profile.htm																								
Directorship held in other companies	<ol style="list-style-type: none"> 1. Ramky MSW Private Limited 2. Chennai MSW Private Limited 3. Ramky Energy and Environment Limited 4. West Bengal Waste Management Limited 5. Tamilnadu Waste Management Limited 6. Hyderabad Integrated MSW Limited 7. Ramky Infrastructure Limited 8. Ramky IWM Private Limited 																								
Chairman/member of the committee of the Board of Directors of the Company	Corporate Social Responsibility (CSR) 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 border="1"> <thead> <tr> <th>Name of Company</th> <th>Name of the Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="3">1. West Bengal Waste Management Limited</td> <td>1. CSR Committee</td> <td>Member</td> </tr> <tr> <td>2. Audit Committee</td> <td>Member</td> </tr> <tr> <td>3. NRC Committee</td> <td>Member</td> </tr> <tr> <td>2. Chennai MSW Private Limited</td> <td>1. CSR Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">3. Ramky Energy and Environment Limited</td> <td>1. Audit Committee</td> <td>Member</td> </tr> <tr> <td>2. NRC Committee</td> <td>Member</td> </tr> <tr> <td>4. Tamilnadu Waste Management Limited</td> <td>1. CSR Committee</td> <td>Member</td> </tr> <tr> <td>5. Hyderabad Integrated MSW Limited</td> <td>1. CSR Committee</td> <td>Member Member</td> </tr> </tbody> </table>	Name of Company	Name of the Committee	Designation	1. West Bengal Waste Management Limited	1. CSR Committee	Member	2. Audit Committee	Member	3. NRC Committee	Member	2. Chennai MSW Private Limited	1. CSR Committee	Member	3. Ramky Energy and Environment Limited	1. Audit Committee	Member	2. NRC Committee	Member	4. Tamilnadu Waste Management Limited	1. CSR Committee	Member	5. Hyderabad Integrated MSW Limited	1. CSR Committee	Member Member
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Number of shares held in the Company	Nil																								
No. of Board meetings attended during the year	12 (Twelve) Board Meetings,																								
Relationship with other Directors, Manager and KMPs	Not interested																								
Performance evaluation report or summary thereof																									

For and on behalf of the Board
Mumbai Waste Management Limited

**Somnath
Malgar**

Whole time Director
DIN: 08241507

Place : Hyderabad
Date : 29th May, 2020

