

**HYDERABAD INTEGRATED MSW LIMIED**

CIN: U90001TG2009PLC063407

Registered office: 13th Floor, Ramky Grandiose, Ramky Towers,  
Gachibowli Hyderabad-500032, Telangana  
T: +91 40 2301 5000 E: cs.reel@gmail.com

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**NOTICE OF 12TH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twelve (12th) Annual General Meeting of the members of Hyderabad Integrated MSW Limited will be held on Wednesday 14<sup>th</sup> July 2021 at 4:00 P.M. 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 31<sup>st</sup> March, 2021 and the Statement of Profit and Loss and cash flow statement for the year ended 31<sup>st</sup> March, 2021 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Krishna Rao Thota (DIN 05165710), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**3. Appointment of Mr. Pankaj Maharaj (DIN: 00135140) 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 Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pankaj Maharaj (DIN: 00135140), who was appointed as an Additional Director of the Company with effect from 7<sup>th</sup> April 2021 to holds such office upto the date of the forthcoming Annual General Meeting under Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company liable to be retire by rotation.

**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.”

**4. Approve the alteration of Articles of Association of the Company**

To consider, and if thought fit, to pass with or without modifications, the following resolution as 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 14<sup>th</sup> 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 as placed before this meeting duly initialed by the Company Secretary 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.”

**By Order of the Board of  
Hyderabad Integrated MSW Limited**

**Ankit Kumar Katta  
Company Secretary  
Membership No: A50661**

**Place : Hyderabad  
Date : 14<sup>th</sup> May 2021**

**NOTES:**

1. A member entitled to attend and vote at the twelve (12th) 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. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote
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 accordingly.
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 of General Meeting’) relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. 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.
8. 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.

9. 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.
10. The Board of Directors has recommended the Members to consider re-appointment of Mr. Krishna Rao Thota (DIN 05165710) who retires by rotation and being eligible, offers himself for re-appointment.

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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 of General Meeting'), the following explanatory statement sets out material facts relating to the special business item mentioned under the accompanying Notice:

**Item No. 3:**

The Board of Directors of the Company in the Board meeting held on 7th April, 2021 had appointed Mr. Pankaj Maharaj (DIN: 00135140) as Additional Director of the Company with effect from 7th April, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pankaj Maharaj (DIN: 00135140) shall hold office up to the date of the forthcoming Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Pankaj Maharaj (DIN: 00135140) signifying his candidature as Director of the Company.

The Board considers that it is in the interest of the Company to have Mr. Pankaj Maharaj (DIN: 00135140), on the Board of the Company as Director of the Company liable to be retire by rotation and recommended his reappointment as Director of the Company in the Board meeting held on 14th May 2021.

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 clauses of the Articles of Association of the Company, the aforesaid appointment of Mr. Pankaj Maharaj (DIN: 00135140) as Director of the Company require approval of Members of the Company by way of an ordinary resolution.

Brief Profile of Mr. Pankaj Maharaj (DIN: 00135140), Director pursuant to para 1.2.5 of SS-2 is provided in the table below:

Name of the Director	Pankaj Maharaj
DIN	00135140
Father's Name	Mr. Mohan Lal Maharaj
Date of Birth	23 <sup>rd</sup> February 1968
Age	53 Years
Date of appointment as Additional Director	7 <sup>th</sup> April 2021
Expertise in specific functional areas	Finance and Accounts
Qualification	Chartered Accountant
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. Medicare Environmental Management Pvt. Ltd. 2. Pithampur Industrial Waste Management Private Limited 3. Ramky MSW Private Limited

	4. Pro Enviro Recycling Private Limited 5. Mumbai Waste Management Limited 6. Chennai MSW Private Limited 7. B & G Solar Private Limited 8. Delhi MSW Solutions Limited 9. Visakha Solvents 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	Member of Corporate Social Responsibility Committee of Medicare Environmental Management Pvt. Ltd
Number of shares held in the Company	Nil
Number of Board Meeting attended	Four Board meeting and one Committee meeting
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.

**Item No 4:**

This is to inform you that, as part of conditions subsequent prescribed under facility agreement executed on 30th April 2021 with the Bank & Financial Institution and State Bank of India to avail financial assistance to the extent of INR 2,65,62,00,000 (Indian Rupees Two Hundred Sixty Five Crores and Sixty Two Lakh only), it is required to amend and substitute the existing Articles of Association to the satisfaction of the Lender, to inter alia provide for appointment of Nominee Director and borrowing power of the company as envisaged by the financing plan and other amendment as given under revised Articles of Association of the Company.

Further, 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 4<sup>th</sup> February 2021. To incorporate the relevant provisions of the amended Shareholders' Agreement into the Articles of Association of Subsidiary Company, the company needs to amend and substitute its existing Articles of Association.

The Board of Directors in the meeting held on 14<sup>th</sup> May 2021 has recommended amend and substitute 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.

**By Order of the Board of  
Hyderabad Integrated MSW Limited**

**Ankit Kumar Katta**

**Company Secretary**  
**Membership No: A50661**

**Place : Hyderabad**  
**Date : 14<sup>th</sup> May 2021**

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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]*

**12th Annual General Meeting: Wednesday, 14th July 2021 at 4:00 P.M.**

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

2. 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 12<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday 14<sup>th</sup> July 2021 at 4:00 P.M. at the registered office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers Gachibowli Hyderabad-500032, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	Voting (optional)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To receive, consider and adopt the 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. Krishna Rao Thota (DIN 05165710), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business:</b>				
3	To appoint Mr. Pankaj Maharaj (DIN: 00135140) as Director of the Company.			
4	Approve for alternation of Articles of Association of the Company			

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**

**12th Annual General Meeting: Wednesday, 14th July 2021 at 4:00 P.M.**

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 12th Annual General Meeting of the Company, held on Wednesday 14<sup>th</sup> July 2021 at 4:00 P.M. at the Registered Office of the Company situated at 13th Floor, Ramky Grandiose, Ramky Towers Gachibowli Hyderabad -500032, Telangana.

.....  
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 12<sup>TH</sup> ANNUAL GENERAL MEETING:**

