

**WEST BENGAL WASTE  
MANAGEMENT LIMITED**

**NOTICE TO THE  
ANNUAL GENERAL MEETING  
2022-23**

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**CORPORATE INFORMATION (as on 31<sup>st</sup> March 2023)**

**Corporate Identification Number: U90002WB2004PLC098219**

**Board of Directors:**

Mr. Snehangshu Chakraborty	- Whole Time Director
Mr. Sanjiv Kumar	- Director
Prof. Reddy Chenchi Kalluri	- Independent Director
Dr. Sastry Gangadhara Peddibhotla	- Independent Director

**Board Committees:**

**Audit Committee:**

Prof. Reddy Chenchi Kalluri	- Member
Dr. Sastry Gangadhara Peddibhotla	- Member
Mr. Sanjiv Kumar	- Member

**Nomination & Remuneration Committee:**

Prof. Reddy Chenchi Kalluri	- Member
Dr. Sastry Gangadhara Peddibhotla	- Member
Mr. Sanjiv Kumar	- Member

**CSR Committee:**

Prof. Reddy Chenchi Kalluri	- Member
Dr. Sastry Gangadhara Peddibhotla	- Member
Mr. Sanjiv Kumar	- Member

**Statutory Auditors:**

M/s S. R. Batliboi & Associates LLP,  
Chartered Accountants,  
The Skyview, 10, 18<sup>th</sup> Floor,  
North Lobby, Survey No.83/1, Raidurgam,  
Hyderabad – 500032,  
Telangana, India  
Email: [atin.bhargava@srb.in](mailto:atin.bhargava@srb.in)

**Registered Office:**

Block - A, 4th Floor, 21/1A/3,  
Jindal Towers, Durga Road,  
Kolkata-700017, West Bengal, India  
Phone: 040 – 2444 6000  
E-mail Id: [cs.reel@resustainability.com](mailto:cs.reel@resustainability.com)

**WEST BENGAL WASTE MANAGEMENT LIMITED**

**CIN: U90002WB2004PLC098219**

Regd. Office: Block - A, 4th Floor, 21/1A/3, Jindal Towers,  
Durga Road Kolkata 700017

Ph: (040) 24446000, Email id: [cs.reel@resustainability.com](mailto:cs.reel@resustainability.com)

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**NOTICE OF NINETEENTH (19<sup>TH</sup>) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Nineteenth (19<sup>th</sup>) Annual General Meeting of the members of West Bengal Waste Management Limited will be held on Saturday, 30<sup>th</sup> September, 2023 at 11:00 A.M. at the registered office of the Company situated at Block - A, 4<sup>th</sup> Floor, 21/1A/3, Jindal Towers, Durga Road Kolkata-700017, West Bengal, India to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the reports of the Directors and the 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 reappointment.**
- 3. Reappointment of S.R. Batliboi & Associates LLP, (ICAI Firm Registration No.101049W/E300004), Chartered Accountants as the Statutory Auditors 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and on the recommendation of Audit Committee and the Board, the consent of the members of the Company be and is hereby accorded to approve the reappointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 101049W / E300004), as the Statutory Auditors of the Company for a term of 5 years from the conclusion of the ensuing 19<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, at such remuneration, terms and conditions as may be decided by the Board from time to time in consultation with the Statutory Auditor.

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

**SPECIAL BUSINESS**

- 4. To reappoint Mr. Snehangshu Chakraborty (DIN: 07464592) as a 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 the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to approve the reappointment of Mr. Snehangshu Chakraborty (DIN: 07464592), as a Whole Time Director of the Company, liable to retire by rotation, for a further period of 5 years with effect from

29th October,2023 at such remuneration, terms and conditions as may be determined by the Board in consultation with Mr. Snehangshu Chakraborty time to time.

**RESOLVED FURTHER THAT** Mr. Snehangshu Chakraborty (DIN: 07464592), as a Whole Time Director of the Company, be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him, subject to the supervision and control of the Board.

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

**5. To appoint Mr. Subhasish Sain (DIN 08260663) 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 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), pursuant to the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board, the consent of the Members be and is hereby accorded to approve the appointment of Mr. Subhasish Sain (DIN 08260663) as Director of the Company liable to retire by rotation with effect from the conclusion of 19<sup>th</sup> Annual General Meeting.

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

**6. To extend the Manpower Supply Agreement with M/s KVR Baseline Resources Private Limited**

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 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, in accordance with the Related Party Transaction Policy of the Company and on the approval & recommendation of Audit Committee, the consent of the shareholders’ be and is hereby accorded to extend the existing Manpower Supply Agreement executed with M/s KVR Baseline Resources Private Limited, upto March 31, 2025, for supply of competent personnel, based on the requisition made by the Company at the specified location/sites and competency requirement covered in such requisition.

**RESOLVED FURTHER THAT** a draft copy of the addendum to the existing Manpower Supply Agreement, as placed before the shareholders, be and is hereby approved, with the same terms and conditions as that of the existing agreement.

1.	Name of the Related party	KVR Baseline Resources Private Limited (KVR)
2.	Nature of Relationship	Related party under the Related Party Transaction Policy of the Company.

3.	Nature of contract/ arrangement	Expenditure (Availing manpower services)
4.	Duration	Upto 31st March 2025
5.	Particulars and Key terms and conditions	To extend the existing Manpower Supply Agreement executed with related party, upto March 31, 2025, with the same terms and conditions as that of the existing agreement.
6.	Material terms (including value in INR)	Rs 7,60,00,000 (Rupees Seven Crores Sixty Lakhs only)
7.	Advance paid/received	Nil
8.	The manner of determining the pricing and other commercial terms	<p>The manpower rate card was commercially negotiated and agreed between the Company and KVR in FY 2018-19 with 9% annual increment YOY for all the employees continuing with the Company.</p> <p><b>Other Important terms:</b> For the Existing employee who have been working regularly have been provided 9% YOY increment from 2019, hence their rate card is increased based on the compound increment in last 5 years and shall continue to be same.</p> <p>As per the existing commercials, the KVR have right of annual escalation of 9% YOY to provide increment to the continuing employees and the same shall continue.</p> <p>As per the main agreement, the other reimbursement like GMC, GPAP, WC, EL Encashment shall continue.</p>

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to negotiate, finalize and execute the addendum with M/s KVR Baseline Resources Private Limited and any documents ancillary or incidental as may be required from time to time, on behalf of the Company and carry out all such acts, deeds, and things which may be necessary for the purpose of giving effect to the above mentioned resolution.

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary be and are hereby required to pass necessary entries in the Register of contracts or arrangements in which the directors are interested.”

**By the Order of the Board**  
**West Bengal Waste Management Limited**

**Place: Hyderabad**  
**Date: 24.08.2023**

Sd/-  
**Ria Ashok Punyani**  
**Company Secretary**  
**Membership No:A71420**

**NOTES:**

1. *A member entitled to attend and vote at the Nineteenth (19<sup>th</sup>) Annual general 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. *A statement to be annexed to the Notice pursuant to Section 102(1) of the Companies Act, 2013 relating to special business to be transacted at the 19<sup>th</sup> Annual General Meeting is annexed hereto and forms an integral part of the Notice.*
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 to the Company 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 registers under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.*
8. *Attendance slip, proxy form and the route map of venue of above mentioned Annual General Meeting is annexed hereto.*
9. *All documents referred to in the Notice and Explanatory Statement shall be open for inspection at the registered and corporate office of the Company on all working days between 10 A.M. to 6 P.M. and also at the AGM.*
10. *The Statutory Auditors of the Company, M/s. S. R. Batliboi & Associates LLP Chartered Accountants, Hyderabad (Firm Registration No. 101049W/E300004) have confirmed that they continue to satisfy the conditions as prescribed under the act & rules framed thereunder.*
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.*

**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. 4**

**To reappoint Mr. Snehangshu Chakraborty (DIN: 07464592) as a Whole time Director of the Company**

The Company had appointed Mr. Snehangshu Chakraborty (DIN: 07464592) as a Whole time Director vide resolution passed in the meeting held on 29<sup>th</sup> October 2018 for a period of 5 years commencing from 29<sup>th</sup> October, 2018 to 28<sup>th</sup> October, 2023. The existing term is expiring on 28<sup>th</sup> October, 2023.

The Nomination and Remuneration committee and the Board in the meetings held on 24<sup>th</sup> August 2023 approved and recommended the appointment of Mr. Snehangshu Chakraborty (DIN: 07464592) as a Whole time Director of the Company liable to retire by rotation, for a further period of 5 years with effect from 29<sup>th</sup> October, 2023 with subject to the approval of Members at the upcoming General Meeting.

Pursuant to the Provision of section 196 and other applicable provisions 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, approval of the members of the Company is required for appointment of Mr. Snehangshu Chakraborty (DIN: 07464592) as a Whole time Director of the Company.

Brief Profile of Mr. Snehangshu Chakraborty (DIN: 07464592), pursuant to para 1.2.5 of SS-2 is provided in the table below:

Name of the Director	Mr. Snehangshu Chakraborty
DIN	07464592
Father’s Name	Mr. Pramkrishna Chakraborty
Date of Birth	04/04/1977
Age	46 years
Date of appointment as Additional Director	09.03.2016
Expertise in specific functional areas	Waste Management Services
Qualification	Post graduate
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 approved by the Board from time to time.
Directorship held in other companies/LLP	-
Chairman/member of the committee of the Board of Directors of the Company	-
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	-
Number of shares held in the Company	0
Number of Board Meeting attended	5/5



Relationship with other Directors, Manager and KMPs	Not applicable
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None of the Directors except Mr. Snehangshu Chakraborty and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

**Item no 5**

**To appoint Mr. Subhasish Sain (DIN 08260663) as Director of the Company**

The Board of Directors of the Company in the Board meeting held on 24<sup>th</sup> August 2023 recommended the appointment of Mr. Subhasish Sain (DIN 08260663) as Director of the Company liable to retire by rotation.

Pursuant to the provisions of Section 152 and other applicable provisions, if any, read with 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. Subhasish Sain (DIN : 08260663) as Director of the Company require approval of Members of the Company by way of an ordinary resolution.

Brief Profile of Mr. Subhasish Sain (DIN 08260663), Director pursuant to para 1.2.5 of SS-2 is provided in the table below:

Name of the Director	Mr. Subhasish Sain
DIN	08260663
Father's Name	Mr. Rajkumar Sain
Date of Birth	04/01/1972
Age	51 years
Expertise in specific functional areas	Waste Management Services
Qualification	BE Mechanical, MBA
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 approved by the Board from time to time.
Directorship held in other companies/LLP	<ol style="list-style-type: none"> <li>1. Subhasish Technical Consultancy Services LLP – Designated Partner</li> <li>2. Adityapur Waste Management Private Limited – Additional Director</li> <li>3. Maridi Bio Industries Private Limited – Director</li> <li>4. Pithampur Industrial Waste Management Private Limited - Additional Director</li> <li>5. Re Sustainability Industrial Solutions Private Limited (Formerly Ramky IWM Private Limited) - Additional Director</li> <li>6. Re Sustainability IWM Solutions Limited (Formerly Tamilnadu Waste Management Limited &amp; Ramky Industrial Waste Management Solutions Limited ) - Whole time Director</li> </ol>

Chairman/member of the committee of the Board of Directors of the Company	-
Chairman/member of the committee of the Board of Directors of other companies in which he/she is a director	-
Number of shares held in the Company	Nil
Number of Board Meeting attended	Nil
Relationship with other Directors, Manager and KMPs	Not applicable.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

**Item no 6**

**To extend the Manpower Supply Agreement with M/s KVR Baseline Resources Private Limited**

Pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, in accordance with the Related Party Transaction Policy of the Company and on the approval & recommendation of Audit Committee, the Board of Directors of the Company, in the Board meeting held on 24<sup>th</sup> August 2023, proposed and approved to extend the current manpower supply agreement with M/s KVR Baseline Resources Private Limited, upto March 31, 2025, for supply of competent personnel, based on the requisition made by the Company at the specified location/sites and competency requirement covered in such requisition, by executing an addendum to the existing manpower supply agreement with the same terms and conditions as that of the main agreement. The proposed transaction is at ordinary course of business and at arm's length price. The details are as follows:

1.	Name of the Related party	KVR Baseline Resources Private Limited (KVR)
2.	Nature of Relationship	Related party under the Related Party Transaction Policy of the Company.
3.	Nature of contract/ arrangement	Expenditure (Availing manpower services)
4.	Duration	Upto 31st March 2025
5.	Particulars and Key terms and conditions	To extend the existing Manpower Supply Agreement executed with related party, upto March 31, 2025, with the same terms and conditions as that of the existing agreement.
6.	Material terms (including value in INR)	Rs 7,60,00,000 (Rupees Seven Crores Sixty Lakhs only)
7.	Advance paid/received	Nil
8.	The manner of determining the pricing and other commercial terms	The manpower rate card was commercially negotiated and agreed between the Company and KVR in FY 2018-19 with 9% annual increment YOY for all the employees continuing with the Company.

		<p><b>Other Important terms:</b></p> <p>For the Existing employee who have been working regularly have been provided 9% YOY increment from 2019, hence their rate card is increased based on the compound increment in last 5 years and shall continue to be same.</p> <p>As per the existing commercials, the KVR have right of annual escalation of 9% YOY to provide increment to the continuing employees and the same shall continue.</p> <p>As per the main agreement, the other reimbursement like GMC, GPAP, WC, EL Encashment shall continue.</p>
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Pursuant to the limits of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and in accordance with the Related Party Transaction Policy of the Company, this transaction requires approval of the members by way of an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

**By the Order of the Board**  
**West Bengal Waste Management Limited**

**Place: Hyderabad**  
**Date: 24.08.2023**

**Sd/-**  
**Ria Ashok Punyani**  
**Company Secretary**  
**Membership No: A71420**

**WEST BENGAL WASTE MANAGEMENT LIMITED**  
**CIN: U90002WB2004PLC098219**

Regd. Office: Block - A, 4th Floor, 21/1A/3, Jindal Towers,  
Durga Road Kolkata 700017

Ph: Ph: (040) 24446000, Email id: [cs.reel@resustainability.com](mailto:cs.reel@resustainability.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]*

**19<sup>th</sup> Annual General Meeting of the Company**

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 19<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 30<sup>th</sup> September, 2023 at 11:00 A.M at the registered office of the Company situated at Block A, 4th Floor, 21/1A/3, Jindal Towers, Durga Road, Kolkata-700017, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution serial 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 2023 and along with the Auditors' Report and Directors' Report 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 reappointment.			
3	Reappointment of S.R. Batliboi & Associates LLP, (ICAI Firm Registration No. 101049W / E300004), Chartered Accountants as the Statutory Auditors of the Company			
<b>Special Business</b>				
4	To reappoint Mr. Snehangshu Chakraborty (DIN: 07464592) as a Whole time Director of the Company			
5	To appoint Mr. Subhasish Sain (DIN 08260663) as Director of the Company			

6.	To extend the Manpower Supply Agreement with M/s KVR Baseline Resources Private Limited			
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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.*

**WEST BENGAL WASTE MANAGEMENT LIMITED**

**CIN: U90002WB2004PLC098219**

Regd. Office: Block - A, 4th Floor, 21/1A/3, Jindal Towers,  
Durga Road Kolkata 700017

Ph: (040) 23015000, Email id: cs.reel@resustainability.com

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**ATTENDANCE SLIP**

**19<sup>th</sup> Annual General Meeting– Saturday, 30th September, 2023 at 11:00 A.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 19<sup>th</sup> Annual General Meeting of the Company, held on Saturday, 30<sup>th</sup> September, 2023 at 11:00 A.M at the registered Office of the Company situated at Block A, 4th Floor, 21/1A/3, Jindal Towers, Durga Road, Kolkata-700017 West Bengal.

.....  
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 2022-23 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:**

