

ANTONY WASTE HANDLING CELL LIMITED

CIN: U90001MH2001PLC130485

Registered Office - Flat No. 1403, 14th Floor, Dev Corpora Building, Opp. Cadbury Company,
Eastern Express Highway, Thane (West) – 400601, Maharashtra, India

NOTICE OF 20TH ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **Twentieth Annual General Meeting** of members of Antony Waste Handling Cell Limited ("the Company") will be held on **Monday, September 27, 2021**, at **11.30 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ('OAVM') facility, to transact the following businesses. The venue of meeting shall be deemed to be the registered office of the Company at Flat No. 1403, 14th Floor, Dev Corpora Building, Opp. Cadbury Company, Eastern Express Highway, Thane (West) – 400601, Maharashtra, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.

2. RE-APPOINTMENT OF MR. SHIJU JACOB KALLARAKAL (DIN: 00122525) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a director in the place of Mr. Shiju Jacob Kallarakal (DIN:00122525), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. AJIT KUMAR JAIN (DIN:02011292) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and basis the recommendation

of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ajit Kumar Jain (DIN:02011292), who was appointed as an Independent Director and who holds office up to December 11, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from December 12, 2021 to December 11, 2026.

RESOLVED FURTHER THAT Mr. Ajit Kumar Jain (DIN:02011292), shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and Commission as may be determined by the Board and members of the Company, wherever applicable, from time to time."

4. RE-APPOINTMENT OF MS. PRIYABALASUBRAMANIAN (DIN:02446942) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Priya Balasubramanian (DIN:02446942), who was appointed as an Independent Director and who holds office up to December 11, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from December 12, 2021 to December 11, 2026.

RESOLVED FURTHER THAT Ms. Priya Balasubramanian (DIN:02446942), shall be entitled to receive sitting fees for attending meetings of the Board or any committees

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thereof and Commission as may be determined by the Board and members of the Company, wherever applicable, from time to time."

5. RE-APPOINTMENT OF MR. SUNEET K MAHESHWARI (DIN:00420952) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Suneet K Maheshwari (DIN:00420952), who was appointed as an Independent Director and who holds office up to December 11, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from December 12, 2021 to December 11, 2026.

RESOLVED FURTHER THAT Mr. Suneet K Maheshwari (DIN:00420952) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and Commission as may be determined by the Board and members of the Company, wherever applicable, from time to time."

6. TO APPROVE THE PAYMENT OF REMUNERATION TO MR. JOSE JACOB KALLARAKAL (DIN:00549994), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD FROM APRIL 01, 2021 TILL DECEMBER 11, 2023

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:-

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in accordance with the provisions of Articles of Association of the Company (as amended from time to time), the consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Jose Jacob Kallarakal (DIN:00549994), Chairman and Managing Director of the Company ("CMD"), for a period from April 01, 2021 till December 11, 2023 as mentioned below:

Sr. No.	Particulars	Details
A.	Basic Salary	₹ 97,75,000 per annum for the year 2021-22 (For the years 2022-23, and 2023-24, 15% increase in the basic salary every year with the approval of the Board on the recommendation of the NRC subject to maximum of total basic salary of ₹ 1,29,27,450 per annum within the overall limits specified in the Act)
B.	Perquisites	
(i)	Mediclaim and Personal Accident Insurance	Mediclaim and Personal Accident Insurance Policy for such amount as per the rules of the Company.
(ii)	Bonus/Incentives	As per rules of the Company (Subject to financial performance, availability of Profits and approval of the Board on the recommendation of the NRC, within the overall limits specified in the Act)
(iii)	Leave Encashment	As per rules of the Company.
(iv)	Gratuity	At the rate of half month's salary for each completed year of service shall be payable according to the Rules of the Company. The service tenure of CMD shall be recognised and considered in continuity with his tenure with the Company for the purpose of Gratuity as payable under the Payment of Gratuity Act 1972.

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Sr. No.	Particulars	Details
(v)	Superannuation Fund	The Company's contribution to the Superannuation Fund will be 15% of basic salary with an option to encash superannuation benefit as monthly cash allowance.
(vi)	Other perquisites	Other perquisites as may be determined by the Board of Directors of the Company, on the recommendation of the NRC, from time to time within the overall limits specified in the Act.
C.	Amenities:	
(i)	Conveyance facilities	The Company shall provide suitable vehicle to the CMD. All the repairs, maintenance and running expenses including driver's salary shall be borne / reimbursed by the Company.
(ii)	Telephone internet and other communication facilities	The Company shall provide telephone, mobile, internet and other communication facilities at the CMD's residence. All the expenses incurred shall be paid or reimbursed as per the rules of the Company

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Act or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as mentioned hereinabove be paid as minimum remuneration to Mr. Jose Jacob Kallarakal.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded for payment of remuneration, as defined herein above, to Mr. Jose Jacob Kallarakal, notwithstanding if the total remuneration payable in any financial year by way of salary, perquisites, commission and other Allowances, exceeds the overall limit of 5% (five percent) and/or 10% (ten percent) of the net profits of the Company, as applicable, such that overall remuneration paid to its Directors including Managing Director/ Whole Time Director in any financial year shall not exceed 11% of the Net Profits of the Company for that financial year in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and modify the terms of re-appointment including, inter-alia,

employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the members and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any director or officer to give effect to this resolution."

7. TO APPROVE PAYMENT OF COMMISSION TO NON-EXECUTIVE INDEPENDENT DIRECTORS

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT, in accordance with the provisions of Sections 197, 198 of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, the consent of the member of the Company be and is hereby accorded to pay remuneration by way of commission of 0.50% of the net profits of the Company computed in the manner laid down in Section 198 of the Act to all the Non-Executive Independent Directors of the Company (to be equally divided amongst them) for financial year 2020-21, in addition to the sitting fees for attending the meetings of the Board and its Committees thereof.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deed, and things as may be required to give effect to this resolution."

By order of the Board
For **Antony Waste Handling Cell Limited**

Harshada Rane
Company Secretary & Compliance Officer
ACS34268

Date : August 24, 2021
Place : Thane

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NOTES FOR MEMBERS' ATTENTION:

1. In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, and all other relevant circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively issued by the Securities and Exchange Board of India (collectively referred to as "said Circulars") and in compliance with the provisions of the Act and the SEBI Listing Regulations, the 20th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) Facility, which does not require physical presence of Members at a common venue.
2. The Explanatory Business Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the Special Business under Item nos. 3 to 7 set above and the details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking re-appointment / continuation of directorship at this Annual General Meeting is annexed hereto.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE SAID CIRCULARS THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP & ROUTE MAP ARE NOT ANNEXED HERETO.
4. In compliance with the said Circulars and pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the AGM along with the Annual Report for financial year 2020-2021 is being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/ the Registrar and Transfer Agent.
5. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.antony-waste.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFin Technologies Private Limited <https://evoting.kfintech.com>.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Further, the Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/ authorisation letter to the Scrutiniser at the email ID: cssunnygogiya@gmail.com with a copy marked to evoting@kfintech.com and to the Company at investor.relations@antonyasia.com.
7. The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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.
10. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@antonyasia.com.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and

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- has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with their respective Depository Participants.
12. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the Members as on cut-off date i.e. **Monday, September 20, 2021**. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.
 13. The Board of directors have appointed Mr. Sunny Gogiya, Practising Company Secretary, having Membership No. A56804 and Certificate of Practice No. 21563 as the Scrutiniser for conducting the Remote e-voting process and e-voting at the AGM in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes shall be final.
 14. The Scrutiniser will submit his report to the Chairman & Managing Director after the completion of scrutiny, and the result of the voting will be announced by the Chairman & Managing Director or Company Secretary of the Company duly authorised, within 2 working days of the conclusion of the AGM. The results will be placed at the Company's website (www.antony-waste.com) and on the website of KFintech (<https://evoting.kfintech.com>) immediately after the results are declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
 15. General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting is appended below.
 - 1) **ATTENDING THE AGM THROUGH VC/OAVM FACILITY**
 - a. Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFintech. Members are requested to login at <https://emeetings.kfintech.com> and click on the "Video Conference" tab to join the meeting by using the remote e-voting credentials.
 - b. Please note that members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in Note 15(2)(C)(xii).
 - c. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Google Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.
 - d. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the meeting by following the procedure mentioned in the Notice, and this mode will be available throughout the proceedings of the AGM.
 - e. Members who may want to express their views or ask questions may visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number, e-mail ID and mobile number. The window shall open from Thursday, September 23, 2021, at 9.00 a.m. till Saturday, September 25, 2021, at 5.00 p.m. ("Speaker Registration Period").
 - f. Member who wishes to register as speakers are requested to visit <https://emeetings.kfintech.com/>. The members are requested to get registered themselves between Speaker Registration Period. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - g. Members will be required to grant access to the web-cam to enable a two-way video conferencing.

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- h. Only those members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. Members may click on the voting icon on the left side of the screen to cast their votes.
- i. In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or at the email ID evoting@kfintech.com or call KFintech's toll free No.: 1800-309-4001 for any further clarifications.

2) VOTING INSTRUCTIONS:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the said Circulars,

the Company is providing facility of remote e-voting to its members, as on the cut-off date, being **Monday, September 20, 2021**, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"), for which purpose the Company has engaged the services of KFintech to facilitate remote e-voting.

- b. Please note that the Members can opt for only one mode of voting i.e. e-voting during the meeting or remote e-voting. If members opt for remote e-voting, then they should not e-vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.

Commencement of remote e-voting	From: Friday, September 24, 2021, at 9.00 a.m. (IST)
End of remote e-voting beyond which remote e-voting will not be allowed	To: Sunday, September 26, 2021, at 5.00 p.m. (IST)

A. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Entities, Individual Members holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

NSDL	CDSL
<p>A. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under "IDeAS" section. III. On the new page, enter your User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on Company Name: Antony Waste Handling Cell Limited or E-Voting Service Provider and you will be re-directed to E-Voting Service Provider ("KFintech") website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 	<p>A. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on "New System Myeasi" icon III. Login with your Registered User ID and Password. IV. Option will be made available to reach e-Voting page without any further authentication. V. You will see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. KFintech e-Voting portal where the e-voting is in progress. VI. Click on e-Voting service provider – KFintech to cast your vote.

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NSDL	CDSL
<p>B. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. After successful registration, please follow steps given in Point No. 1 above to cast your vote 	<p>B. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. After successful registration, please follow steps given in Point No. 1 above to cast your vote.
<p>C. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Visit URL: https://www.evoting.nsdl.com ii. Click on the "Login" icon which is available under "Shareholder/Member" section. iii. On the login page, enter User ID (that is, your sixteen digit number held with NSDL, starting with IN), Login Type, that is, through typing Password/through generation of OTP and Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select Name of the Company: Antony Waste Handling Cell Limited or the E-Voting Service Provider, i.e. KFintech. v. On successful selection, you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication. 	<p>C. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Antony Waste Handling Cell Limited or select E-Voting Service Provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

B. LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE THROUGH THEIR DEPOSITORY PARTICIPANTS:

You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on options available against the Company's Name: Antony Waste Handling Cell Limited or E-Voting Service Provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Members holding Shares of the Company in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Securities Held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free no.: 1800 1020 990 and 1800 22 44 30
Securities Held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

C. LOGIN METHOD FOR REMOTE E-VOTING FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFintech which includes details of E-Voting Event Number:

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- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). Event No. followed by DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, Click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., Antony Waste Handling Cell Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date i.e. Monday, September 20, 2021 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple demat accounts shall choose the voting process separately for each demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. In case a person has become the Member of the Company after the electronic dispatch of AGM Notice but on or before the cut-off date i.e. Monday, September 20, 2021, he/she may write to the KFintech on the email Id: evoting@kfintech.com or call on toll free no. 1-800-309-4001, requesting for the User ID and Password.

D. E-VOTING DURING THE AGM

- i. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same. The Members shall be guided on the process during the meeting.
- ii. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- iii. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

NOTICE OF 20TH AGM (Contd.)

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3, 4 & 5

Mr. Ajit Kumar Jain, Ms. Priya Balasubramanian and Mr. Suneet K Maheshwari, were appointed as Independent Directors 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 members at their Extra Ordinary General Meeting held on December 12, 2018, for a period of three years, to hold office up to December 11, 2021 ("first term" as per the explanation to Sections 149(10) and 149(11) of the Act). They are due for retirement from the first term as an Independent Director on December 11, 2021.

The Nomination and Remuneration Committee, at its meeting held on August 10, 2021, after taking into account the performance evaluation of these Independent Directors during their first term of three years and considering their knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board that continued association of the Directors as Independent Directors would be in the interest of the Company. Based on the above, the Board has recommended the re-appointment of all these Directors as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from December 12, 2021, up to December 11, 2026.

Mr. Ajit Kumar Jain, Ms. Priya Balasubramanian and Mr. Suneet K Maheshwari are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his/her consent to act as an Independent Director.

The Company has also received all statutory disclosures / declarations from these Independent Directors including -

- (i) consent in writing to act as an Independent Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he/she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he/she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The Company has also received a notice under Section 160 of the Act from a member, intending to nominate them to the office of independent director.

The brief profile and nature of his/her expertise in specific functional areas of appointee is as follows:

Ajit Kumar Jain is an Independent Director of AWHCL. He holds a Master's degree in chemistry and political science from Agra University and Meerut University, respectively. He also holds a Master's degree in social science from the University of Birmingham. He has been in active service for more than three decades with the Indian Administrative Service.

Priya Balasubramanian is an Independent Director of AWHCL. She holds a postgraduate diploma in management from the Indian Institute of Management, Ahmedabad, and a Bachelor's degree in Engineering from Bangalore University. She has more than a decade experience in the securities market.

Suneet K Maheshwari is an Independent Director of AWHCL. He holds a Bachelor of Science degree from the University of Mumbai and MBA from Symbiosis Institute of Business Management from the University of Pune. He has more than three-and-a-half decades of experience in financial services, infrastructure sector and in public-private partnerships.

The other details of Directors, as required in the Secretarial Standards and Regulations 36(3) of SEBI Listing Regulation, whose re-appointment is proposed at Item No. 3, 4 & 5 of the accompanying Notice, have been given in the attached annexure.

In the opinion of the Board of Directors, all these Independent Directors fulfils the conditions for his/her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

The Independent Directors are interested in the respective resolution of their re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends passing of the Special Resolutions as set out at Item No. 3, 4 & 5 of the Notice for approval of the members.

ITEM NO. 6

The Members of the Company at its 19th Annual General Meeting held on September 24, 2020 have approved the remuneration of Mr. Jose Jacob Kallarakal, Chairman and Managing Director of the Company for a period from April 01, 2020 till March 31, 2021. Further, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Company, had approved the same remuneration of Mr. Jose Jacob Kallarakal, Chairman & Managing Director of the Company for another period of one year i.e. for the financial year 2021-2022 at their meetings held on March 31, 2021, which is reproduced herein below:

NOTICE OF 20TH AGM (Contd.)

Sr. No.	Particulars	Details
(i)	Basic Salary	₹ 85,00,000 per annum
	Perquisites	
(ii)	Medical Reimbursement	Reimbursement of medical expenses for self, spouse, dependent children and parents subject to a cap of one month's salary. The group Medclaim policy premium to be borne/reimbursed within these limits.
(iii)	Bonus	As per rule of the Company.
(iv)	Leave Encashment	As per rule of the Company.
(v)	Gratuity	At the rate of half month's salary for each completed year of service shall be payable according to the Rules of the Company.
(vi)	CAR	Commute for both official and personal use. The vehicle running expenses like insurance, fuel, maintenance/cap-ex/Car EMI, driver's salary would be borne/reimbursed by our Company on submission of bills.
(vii)	Telephone	The Company shall provide a mobile phone and shall also provide telephone, internet connectivity and other communication facilities at his residence. All the expenses incurred therefore shall be paid or reimbursed by our Company, as per the rules of the Company.

However, the Nomination and Remuneration Committee, at its meeting held on August 24, 2021 has analysed the remuneration prevalent for the similar positions in the Companies of the like size and after considering the valuable contributions of Mr. Jose Jacob Kallarakal in the growth of the Company, and has recommended the revised remuneration structure as detailed in the resolution in the Item No. 6 of this AGM Notice for a period from April 01, 2021 till his tenure i.e. till December 11, 2023.

The Board of Directors of the Company at its meeting held on August 24, 2021, have approved the recommendation of the Nomination and Remuneration Committee which was subject to the approval of the members of the Company in the General Meeting.

A statement containing the additional information as required in the schedule V of the Act is also enclosed herewith.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Jose Jacob Kallarakal and Mr. Shiju Jacob Kallarakal) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 6 of the Notice for approval of the members.

ITEM NO. 7

The Non-Executive Independent Directors play an important role of laying down policies and providing guidelines for conduct of Company's business. The rich experience of

Independent Directors in business, management and administration has led to sound decisions in the year under review. The Independent Directors are required to devote considerable time to provide and laydown the policies and guidelines to carry on the business competitively. It is appropriate that the services being rendered by them to the Company are recognised by way of remuneration.

In accordance with the provisions of Section 197 (1) (ii) (A) of the Act, the Board of Directors of the Company at its meeting held on June 25, 2021, on the recommendation of the Nomination and Remuneration Committee, and subject to the consent of the members at the General Meeting, have approved the Commission of 0.50 % of the net profits of the Company computed in the manner laid down in Section 198 of the Act to all the Non-Executive Independent Directors of the Company (to be equally divided amongst them) for the financial Year 2020-21, in addition to the sitting fees for attending the meetings of the Board and its Committees thereof.

The Independent Directors of the Company may be interested in the said resolution to the extent of commission which may be paid to them. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in the aforementioned resolution.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the members.

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the SEBI Listing Regulations and applicable Secretarial Standards

Name of the Director	Mr. Jose Jacob Kallarakal (DIN:00549994)	Mr. Shiju Jacob Kallarakal (DIN:00122525)	Mr. Ajit Kumar Jain (DIN:02011292)	Ms. Priya Balasubramanian (DIN:02446942)	Mr. Suneet K Maheshwari (DIN:00420952)
Age	48 Years	44 Years	67 Years	45 Years	63 Years
Qualification	Bachelor's degree in Engineering (Mechanical)	Bachelor's degree in Engineering (Chemical)	Master's degree in chemistry and political science; & social science	PGDM and Bachelor's degree in engineering.	MBA and Bachelor of Science
Experience	They are having more two decades of experience in the field of Solid Waste Management and are Promoters of the Company. Director liable to retire by rotation.	Director liable to retire by rotation.	As stated in the Explanatory Statement for Agenda Item No. 3,4 & 5		
Terms and Conditions of Re-appointment			To be re-appointed as Independent Director for second term of 5 (five) consecutive years commencing from December 12, 2021 to December 11, 2026, not liable to retire by rotation.		
Remuneration	as proposed in the Item No. 6 of this AGM Notice	Nil	Sitting Fees and Commission may be paid as decided by the Board of Directors and Members of the Company, as the case may be, from time to time.		
Date of first appointment on the Board	January 17, 2001	January 17, 2001	December 12, 2018	December 12, 2018	December 12, 2018
Shareholding in the Company	52,23,190	14,90,510	Nil	Nil	Nil
Relationship with other Directors and KMP	Mr. Jose Jacob Kallarakal and Mr. Shiju Jacob Kallarakal are Siblings	Mr. Shiju Jacob Kallarakal are	-	-	-
Board Meeting attended	Eight out of Eight	Eight out of Eight	Seven out of Eight	Six out of Eight	Eight out of Eight
Other Directorships	1. AG Enviro Infra Projects Private Limited 2. Antony Infrastructure and Waste Management Services Private Limited 3. Antony Lara Enviro Solutions Private Limited 4. Antony Lara Renewable Energy Private Limited, and 5. Antony Revive Ewaste Private Limited 6. KL EnviTech Private Limited 7. Varanasi Waste Solutions Private Limited	1. AG Enviro Infra Projects Private Limited 2. Antony Infrastructure and Waste Management Services Private Limited 3. Antony Lara Renewable Energy Private Limited, and 4. KL EnviTech Private Limited 5. Varanasi Waste Solutions Private Limited	1. AG Enviro Infra Projects Private Limited 2. Antony Lara Enviro Solutions Private Limited	1. AG Enviro Infra Projects Private Limited 2. Antony Lara Enviro Solutions Private Limited 3. Mahindra Manulife Trustee Private Limited 4. Shrem Financial Private Limited	

<p>Membership of Committees of other Boards</p>	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Audit Committee Committee of Board of Directors CSR Committee Nomination and Remuneration Committee • Antony Lara Enviro Solutions Private Limited Audit Committee Committee of Board of Directors CSR Committee Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Committee of Board of Directors 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee, Remuneration Committee, and • Antony Lara Enviro Solutions Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee, 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee, Remuneration Committee, and • Antony Lara Enviro Solutions Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee, 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee, Remuneration Committee, and • Antony Lara Enviro Solutions Private Limited Audit Committee CSR Committee Nomination and Remuneration Committee,
<p>Chairmanship of Committees of other Boards</p>	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Committee of Board of Directors • Antony Lara Enviro Solutions Private Limited Committee of Board of Directors 	<p>-</p>	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited CSR Committee Nomination and Remuneration Committee • Antony Lara Enviro Solutions Private Limited CSR Committee Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited CSR Committee Nomination and Remuneration Committee • Antony Lara Enviro Solutions Private Limited CSR Committee Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • AG Enviro Infra Projects Private Limited Audit Committee • Antony Lara Enviro Solutions Private Limited Audit Committee

NOTICE OF 20TH AGM (Contd.)

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT:

I. General information:		
1) Nature of industry	Municipal Solid Waste Management	
2) Date or expected date of commencement of commercial production	Since Incorporation	
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4) Financial performance based on given indicators	(in Lakh)	
	Particulars	2020-21
		2019-20
	Net Sales and Other Income	6,047
	Operating Profit/loss (before interest, depreciation and tax)	2,129
	Profit/(Loss) Before	1,456
	Profit/(Loss) After Tax	1,392
		(430)
		(1,358)
		(1,358)
5) Foreign investments or collaborations, if any.	Leeds (Mauritius) Ltd., Tonbridge (Mauritius) Ltd., Cambridge (Mauritius) Ltd. and Guildford (Mauritius) Ltd. has invested ₹ 137 Crore in the Company. However, the Entities through offer of sale in the Initial Public Offer of the Company has sold the 26.67% pre issue share capital of the Company.	
II. Information about the appointee:		
1. Jose Jacob Kallarakal		
1) Background details	Mr. Jose Jacob Kallarakal is the Co-founder & Managing Director of our Company and has played a key role in achieving and completing various projects and growth of our Company. He holds a Bachelor's degree in Engineering from Bharati Vidyapeeth's college of Engineering, University of Mumbai and has successfully completed Authentic Leader Development Course from Harvard Business School, Boston. He has more two decades of experience in Solid Waste Management Industry.	
2) Past remuneration	₹ 92.07 Lakh	
3) Recognition or awards	Nil	
4) Job profile and his suitability	<p>He has built the organisation from scratch to a listed entity in last twenty years. His visionary approach and care for making India's movement of swatch Bharat. His strategic direction has made AWHCL's entry in to foray of waste processing segment bagging an order from MCGM at Kanjur and subsequently Waste to Energy Project at PCMC. He is acting as a custodian of AWHCL brand and driving Company's short term & long-term business activity. Under his leadership Company has grown by leaps and bound and poised for quantum growth in C&T, Waste processing and waste to energy related segments.</p> <p>He was an invited speaker at the Waste Management Innovation Conference organised by the Ohio State has led AWCHL in limelight and made AWHCL a first listed Company in the segment of MSW.</p>	

NOTICE OF 20TH AGM (Contd.)

5) Remuneration proposed	As proposed in the Item No. 6 of this Notice
6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Board of Directors and Nomination and Remuneration Committee, in terms of Schedule V of the Act perused remuneration of managerial persons in the municipal solid waste management and Infrastructure industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Jose Jacob Kallarakal, before approving the remuneration as proposed herein above.
7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Brother of Mr. Shiju Jacob Kallarakal, Director of the Company.
III. Other information:	
1) Reasons of loss or inadequate profits	Not Applicable
2) Steps taken or proposed to be taken for improvement	
3) Expected increase in productivity and profits in measurable terms	

IV. DISCLOSURES

1. Remuneration package of the managerial persons: Fully described in the resolutions and explanatory statements as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Director are included in the Corporate Governance Report, forming part of the Annual Report of 2020-21 of the Company.

By order of the Board
For **Antony Waste Handling Cell Limited**

Harshada Rane
Company Secretary & Compliance Officer
ACS34268

Date : August 24, 2021
Place : Thane