

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the shareholders of **Organic Recycling Systems Limited** will be held on **Friday, 25th day of August 2023** at **03:30 p.m** at Meeting Room-1, S Floor, Vivanta Navi Mumbai, Turbhe, D/40-1, Turbhe MIDC Rd, MIDC Industrial Area, Turbhe, Navi Mumbai - 400705.India to transact the following matters:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mrs. Janaki Sarang Bhand (DIN: 07118415), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Janaki Sarang Bhand (DIN: 07118415), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. **Alteration of the Object Clause of the Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 4 to 12 after existing sub-clause No.3:

4. To design, manufacture, install, commission, market, trade, acquire, sell, maintain and to generally deal in equipment, machinery, etc. in waste to material recovery & waste to energy sector including non-conventional energy resources.
5. To design, manufacture, market, acquire, sell, trade and to generally deal in products dealing in handling, processing & disposal of wastes including municipal, industrial, hazardous waste and other biomass.
6. To undertake marketing & trading of equipment's, organic chemicals, organic manure, recycables and other products recovered from waste feedstocks & other biomass.
7. To undertake research & development (R & D) activities to provide sustainable technology solutions for material recovery from all kinds of waste including agriculture, industrial waste, electronic waste, municipal waste etc.
8. To provide contract research services & training services to various industries to meet sustainability & ESG goals.
9. To collaborate with various government and non-government entities, universities in the field of research & development
10. To undertake consulting & engineering assignments in the field of environment & waste management.

11. To carry out laboratory services including training services, testing services, consulting services to set-up laboratories and trading of laboratory equipment.
12. To provide Engineering, Procurement & Construction services in waste to material recovery sector.

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

4. Adoption of New set of Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company, as the Articles of Association of the Company in the place and in exclusion and substitution of the entire existing Articles of Association of the Company.

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

Place: - Navi Mumbai
Date: - 03/08/2023

By Order of the Board of Directors
For Organic Recycling Systems Limited

Ms. Zinal Mukund Shah
Company Secretary

Registered office:
Organic Recycling Systems Limited
1003, 10th Floor, The Affaires Plot No 9,
Sector No 17, Sanpada, Navi Mumbai
Thane MH 400705 IN

Tel.: 022 41702222
Website: <https://organicrecycling.co.in/>
Email: cs@organicrecycling.co.in

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** In order to be effective, the instrument of proxy must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith.
3. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.

4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Route-map to the venue of the Meeting is provided at the end of the Notice.
6. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Janaki Sarang Bhand (DIN: 07118415), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends her re-appointment. Details required as per SS-2 is annexed as Annexure A.
7. The Company has obtained ISIN No of Equity Shareholders. The ISIN No. of the Company is INE0MIO01019 Members having shares in physical mode are requested to get their shares in Demat. No Shares can be transferred in physical mode pursuant to section 56 of Companies Act, 2013. Therefore Shares can only be transferred in Demat mode only.