

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting ("**AGM**") of the Members of **Organic Recycling Systems Limited** (the "**Company**") will be held on Thursday, September 11, 2025, at 12.30 p.m. through Video Conferencing / Other Audio-Visual Means ("**VC/OVAM**") to transact the following businesses:

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, 2025, 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, 2025, 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 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 Bhand (DIN:07118415), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To approve appointment of Statutory Auditor to fill casual vacancy and in this regard to consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the appointment of M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W), as Statutory Auditors of the Company to hold the office till this 17th Annual General Meeting, to fill the casual vacancy caused by the resignation of M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountant, Statutory Auditors, be and is hereby approved, at such remuneration, as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

4. To appoint M/s Vora & Associates, Chartered Accountants as the Statutory Auditor and in this regard to consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), or re-enactments thereof for the time being in force) and on the recommendation of the Audit Committee and Board of

Directors of the Company, M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W), be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of five consecutive years from the conclusion of the 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company, to examine and audit the accounts of the Company at remuneration as specified in explanatory statement of this resolution as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

5. To re-appoint Mr. Sarang Bhand, as a Managing Director and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Sarang Bhand (DIN: 01633419) who was appointed as a Managing Director at the Extra-Ordinary General Meeting held on October 01, 2022 and whose term of office will expire at September 30, 2025 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Managing Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from October 01, 2025 to September 30, 2028, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. October 1, 2025:

I	Remuneration:	
	A.	Monthly Fixed Salary in the scale of Rs.3,50,000/- to Rs.5,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
	B.	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
	C.	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
	D.	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.
	E.	Company's contribution towards Provident Fund as per the rules of the Company.

	F.	Gratuity: As per rules of the Company.
	G.	Earned Leave: As per rules of the Company.
	H.	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II		The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III		The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
IV		In the event of inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
V		The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VI		The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VII		During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.
VIII		The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX		The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.
X		The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
XI		The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII		Mr. Sarang Bhand satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from

	being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sarang Bhand under Section 190 of the Act.

RESOLVED FURTHER THAT the Board (including its committee thereof), be and is hereby authorised to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution. “

6. To re-appoint Mr. Yashas Bhand, as a Whole-time Director and fix remuneration thereon and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“Act”) read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Yashas Bhand (DIN: 07118419) who was appointed as a Whole-time Director at the Extra-Ordinary General Meeting held on October 01, 2022 and whose term of office will expire at September 30, 2025 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Whole-time Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors, for a period of 3 (Three) years with effect from October 01, 2025 to September 30, 2028, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. October 1, 2025:

I	Remuneration:	
	I.	Monthly Fixed Salary in the scale of Rs.2,00,000/- to Rs.4,00,000/- per month with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
	J.	Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
	K.	Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
	L.	Leave Travel Concession: Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. Explanation: Family means the spouse, the dependent children and dependent parents of the Managing Director.
	M.	Company's contribution towards Provident Fund as per the rules of the Company.

	N.	Gratuity: As per rules of the Company.
	O.	Earned Leave: As per rules of the Company.
	P.	Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
II		The Company shall reimburse to the Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
III		The Whole-time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
IV		In the event of inadequacy of net profits in any financial year, the remuneration payable to the Whole-time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.
V		The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
VI		The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
VII		During the tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
VIII		The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
IX		The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Whole-time Director will be under the overall authority of the Board of Directors.
X		The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
XI		The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
XII		Mr. Yashas Bhand satisfy all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from

	being appointed as Director in terms of Section 164 of the Act.
XIII	The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Yashas Bhand under Section 190 of the Act.

RESOLVED FURTHER THAT the Board (including its committee thereof), be and is hereby authorised to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.“

7. To re-appoint Mr. Rakesh Mehra (DIN: 00035812), as an Independent Director of the Company and in this regard 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, 152, and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation / approval of the Nomination and Remuneration Committee and Board, Mr. Rakesh Mehra (DIN: 00035812), who was appointed as an Independent Director of the Company, at the Extra-Ordinary General Meeting held on October 04, 2022 and whose term of office will expire at October 03, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive);

RESOLVED FURTHER THAT the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

8. To re-appoint Mr. Amit Karia (DIN: 06846654), as an Independent Director of the Company and in this regard 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company and based on the recommendation / approval of the Nomination and Remuneration Committee and Board, Mr. Amit Karia (DIN: 06846654), who was appointed as an Independent Director of the Company, at the Extra-Ordinary General Meeting held on October 04, 2022 and whose term of office will expire at October 03, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and

Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive);

RESOLVED FURTHER THAT the Board (including its committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

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

Seema Gawas
Company Secretary & Compliance Officer

Place: Mumbai
Date:

Registered office:
Organic Recycling Systems Limited
1003, 10th Floor, The Affaires, Plot No 9,
Sector No 17, Sanpada, Navi Mumbai, Thane – 400705
Tel.: 022 41702222 Website: <https://organicrecycling.co.in/>
Email: cs@organicrecycling.co.in

Notes :

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated September 19, 2024 read together with circulars dated read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed
3. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.

In terms of the provisions of Section 152 of the Act, Mrs. Janaki Sarang Bhand (DIN:07118415), Director of the Company, retire by rotation at the Meeting.

4. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her respective re-appointment.

Mrs. Janaki Sarang Bhand, Director of the Company and her relatives, are interested in the Ordinary Resolution set out at Item Nos. 2, of this Notice with regard to her re-appointment, to the extent of their shareholding, if any, in the Company. Save and except for 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.

5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the 'Annexures' to the Notice.

Dispatch of Annual Report through Electronic Mode:

6. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report for the financial year 2024-25 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants /

Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website www.organicrecycling.co.in and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com, and on the website of NSDL, agency for providing the Remote e-voting facility at <https://www.evoting.nsdl.com/>.

7. (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company www.organicrecycling.co.in) duly filled and signed along with requisite supporting documents to Maashitla Securities Pvt Limited at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi – 110 034.
 - (b) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.
 - (c) Further, in terms of MCA Circulars, the Company has made arrangements with Maashitla for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given under remote E-voting & Joining General Meeting instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.
8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by National Securities Depository Limited (NSDL). The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.

As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“**Insta Poll**”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC/OAVM facility.
13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
14. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 4, 2025. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM.
15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at cs@organicrecycling.co.in with a copy to evoting@nsdl.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
16. 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.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other relevant documents shall be made available only in electronic form for inspection during the AGM.
18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to cs@organicrecycling.co.in

19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
20. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:
- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Maashitla to provide efficient and better service to the Members. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and nomination through the link: <https://eservices.nsdl.com/instademmat-kyc-nomination/#/login>
 - For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to Maashitla the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

The aforesaid forms can be downloaded from the Company's website at <https://organicrecycling.co.in/wp-content/uploads/2024/04/INFO-SHARES-IN-PHYSICAL-FORM.pdf>

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
22. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated

the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal / exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Maashitla as per the requirement of the aforesaid circular.

The aforesaid form can be downloaded from the Company's website at <https://organicrecycling.co.in/wp-content/uploads/2024/04/Form-ISR-4-Request-for-issue-of-Duplicate-Certificate-and-other-Service-Requests.pdf>

All aforesaid documents/requests should be submitted to Maashitla, at the address mentioned below:

Mr. Mukul Agrawal
Maashitla Securities Private Limited
(Unit: Organic Recycling Systems Limited)
451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
Delhi-110034
Cont. No.: 01145121795-96 (from 9:00 a.m. (IST) to
7:00 p.m. (IST) on all working days).
E-mail: compliance@maashitla.com,
mukul@maashitla.com

23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Thursday, September 4, 2025 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Sunday, September 7, 2025 and end of remote e-voting: Up to 5.00 p.m. (IST) on Wednesday, September 10, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by National Securities Depository Limited (NSDL) upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Anish Gupta or falling him Mr. Manish Rajnarayan Gupta, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the **"Scrutinizer"** for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than two working Days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at <https://organicrecycling.co.in/> and on the website of NSDL - www.evoting.nsdl.com immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.
27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2024-2025.
28. In case of any general queries or information regarding the Annual Report, the Members may write to cs@organicrecycling.co.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to cs@organicrecycling.co.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at <https://organicrecycling.co.in/>.
30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 7, 2025 at 09:00 A.M. and ends on Wednesday September 10, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 4, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 4, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-

	<p>Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer

or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@vkmg.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode or shareholders who have not registered their e-mail addresses or a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut off date for E-voting, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@organicrecycling.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@organicrecycling.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@organicrecycling.co.in. The same will be replied by the company suitably.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
7. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration :** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@organicrecycling.co.in. The members who have registered themselves as a speaker will only be allowed to express their views.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting may send their questions in advance at least 7 days before AGM mentioning their name, demat account/folio number, e-mail id, mobile no. at cs@organicrecycling.co.in
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Items No. 3 and 4

The members of the Company at its 13th Annual General Meeting held on 30th November, 2021 had appointed M/s. Jayesh Sanghrajka & Co. LLP, (Firms Registration No. 104184W/W100075) Chartered Accountants, as the Statutory Auditor of the Company to hold office from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting of the Company. M/s. Jayesh Sanghrajka & Co. LLP, vide their resignation letter dated 15th May, 2025 have resigned as the Statutory Auditor of the Company effective from 15th May, 2025 which resulted into casual vacancy in the office of Statutory Auditor as envisaged by section 139(8) of the Companies Act, 2013.

M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W) has consented to its appointment as Auditors and has confirmed that appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. Vora & Associates, Chartered has also provided confirmation that it has subjected itself to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the 'Peer Review Board' of the ICAI.

M/s Vora & Associates is presently led by 4 partners, provides professional services since nearly 45 years having rich experience, excellence of knowledge and professional expertise in the field of Accounts, Auditing, Taxation and Business laws including FEMA. Vora and Associates is a Peer Reviewed Firm by ICAI having Peer Review no - 018390 (upto 30.09.2027). The professional team of Vora and Associates has experience across various range of service domains including Audit and assurance, Bank Audit, Taxation, Business advisory and Governance, Secretarial, Outsource Accounting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc, as stated above and based on the recommendations of the audit committee, the Board of Directors of the Company, had considered and appointed M/s. Vora & Associates, Chartered Accountants, (Firms Registration No. 111612W) as Statutory Auditor of the Company, to hold the office till ensuing 17th Annual General Meeting, to fill the casual vacancy caused by the resignation of M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountant, Statutory Auditors and further to hold office for a period of five consecutive years from the conclusion of this 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company, at such remuneration as approved by the Audit Committee and/or Board of Directors in consultation with the Statutory Auditors of the Company.

The proposed remuneration to be paid to Auditors for the financial year 2025-26 is Rs.10.5 lakhs. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company.

There is a change in audit fees payable to M/s. Vora & Associates from that paid to M/s. Jayesh Sanghrajka & Co. LLP. M/s. Jayesh Sanghrajka & Co. LLP conducting the audit of the Company from last 5 years, accordingly, considering the experience and industry rate an amount of 10 Lakhs for financial year 2024-25 was paid to them. M/s. Jayesh Sanghrajka & Co. LLP demanded for Rs.16 lacs for the financial year 2025-26, which is not agreed by the Audit Committee and Board of Directors of the Company and decided to appoint new Statutory Auditor. M/s. Vora & Associates is a new Statutory Auditor for the Company, accordingly members of Audit Committee/Board of Directors of the Company had negotiated with M/s. Vora & Associates in respect of Audit fees and decided to pay 10.50 lakhs/- (excluding applicable taxes and out-of-pocket expenses),

Accordingly, pursuant to provision of Section 139 of the Companies Act, 2013, Consent of the Members is sought for passing the Resolutions set forth in item no.3 & 4 in respect of appointment including remuneration of M/s. Vora & Associates, Chartered Accountants, as Statutory as stated above.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Resolutions.

The Board recommends the resolutions set forth in item no.3 & 4, as ordinary resolutions for the approval of the Members.

ITEM NO. 5:

Mr. Sarang Bhand was appointed as Managing Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on October 1, 2022, for a period of three years with effect from October 01, 2022 and whose term of office will be expired at September 30, 2025.

Mr. Sarang Bhand has a total experience of 20 years. He brings on board his unique vision, management practices and global approach to the function, expansion, diversification and management of the organization with a Bachelor's degree in Marketing from Symbiosis University, Graduate Certificate of Management from Chifley Business School, SCPM - Stanford Certified Project Manager from Stanford Center for Professional Development. He has played vital role in securing technological collaborations, contracts/ projects for the company. He has also been involved in project implementation, project planning, securing funding, stakeholder management, monitoring projects & securing compliances for ongoing projects.

Looking at the performance evaluation report of Mr. Sarang Bhand as a Managing Director and member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Sarang Bhand, as a Managing Director for a further period of 3(three) years effective from October 01, 2025 to September 30, 2028 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 5 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on 14th August, 2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Sarang Bhand for the office of Managing Director.

The Company has received from Mr. Sarang Bhand (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Managing Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Ordinary

Resolution for appointment and payment of remuneration of Mr. Sarang Bhand, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I	General Information																				
	1	Nature of the Industry:		The Company is in the business of developing solutions focused on the Municipal Solid Waste (MSW) space. The Company involved in constructions, developments and Maintenance of Waste-to energy projects particularly in the Municipal Solid Waste sector through various SPVs.																	
	2	Date or expected date of commencement of commercial production -		The Company commenced its business operations 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	Standalone Financial performance based on given Indicators		(Amount in Lakhs)																	
		Particular	31-03-2025 (Audited)	31-03-2024 (Audited)	31-03-2023 (Audited)																
		Operational Income	2522.65	1812.84	1304.94																
		Total Income	2760.94	1841.87	1363.91																
		Depreciation	78.46	15.55	25.96																
		Total Expenses	2298.06	1414.07	791.49																
		Net Profit/Loss	341.77	314.56	472.12																
		Equity Share Capital	865.93	769.93	519.91																
		Other Equity	18257.06	15390.48	10496.82																
	5	Foreign Investment or collaboration, if any	The Company has not made any foreign investment and neither entered into any foreign collaboration.																		
II	Information about the appointee																				
	1	Background Details	Please refer above paragraph.																		
	2	Past Remuneration	<table><tr><td>Year</td><td>Remuneration</td></tr><tr><td>2017-18</td><td>INR 55.99 Lakhs</td></tr><tr><td>2018-19</td><td>INR 40.34 Lakhs</td></tr><tr><td>2019-20</td><td>INR 49.90 Lakhs</td></tr><tr><td>2020-21</td><td>INR 49.70 Lakhs</td></tr><tr><td>2021-22</td><td>INR 50.33 Lakhs</td></tr><tr><td>2022-23</td><td>INR 42.87 Lakhs</td></tr><tr><td>2023-24</td><td>INR 42.00 Lakhs</td></tr></table>			Year	Remuneration	2017-18	INR 55.99 Lakhs	2018-19	INR 40.34 Lakhs	2019-20	INR 49.90 Lakhs	2020-21	INR 49.70 Lakhs	2021-22	INR 50.33 Lakhs	2022-23	INR 42.87 Lakhs	2023-24	INR 42.00 Lakhs
Year	Remuneration																				
2017-18	INR 55.99 Lakhs																				
2018-19	INR 40.34 Lakhs																				
2019-20	INR 49.90 Lakhs																				
2020-21	INR 49.70 Lakhs																				
2021-22	INR 50.33 Lakhs																				
2022-23	INR 42.87 Lakhs																				
2023-24	INR 42.00 Lakhs																				

			2024-25	INR 42.00 Lakhs
	3	Recognition or awards	-	
	4	Job Profile and his suitability	As Managing Director of the Company he is responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.	
	5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 5 of the Notice	
	6	Comparative remuneration profile with respect to industry, size of 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 remuneration of Mr. Sarang Bhand is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	
	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Sarang Bhand does not have any pecuniary relationship with the Company, except the shareholding in the Company. Mr. Sarang Bhand is related to Mr. Yashas Bhand and Mrs. Janaki Bhand Directors of the Company.	
III	Other Information			
	1	Reasons of loss or inadequate Profits	During the year, total income has increased to Rs. 2,760.94 lakhs as compared to Rs. 1,841.87 lakhs in FY 2024-24 and the net profit after tax has increased to Rs. 341.77 lakhs as compared to Rs. 314.56 lakhs in FY 2023-24. To achieve this increase in income, the company incurred additional operating expenses on rent, rates & taxes, traveling, etc. which impacted the operating margins of the company resulting in inadequate profits u/s 197 r.w Schedule V of the Companies Act, 2013. It may be noted that on a consolidated basis, profit after tax is Rs. 1,571.86 lakhs.	
	2	Steps taken or proposed to be taken for improvement	The company is well-positioned to capitalize on the growing national focus on sustainable waste management and clean energy. The key growth drivers for the company includes scaling execution of	

			<p>containerised and mid-scale CBG plants under private and PPP formats, expansion into bio-medical waste, unlocking the growth opportunities in R&D pipeline by monetizing innovation through technology licensing and long term growth potential in our Sanjeevak carbonisation System.</p> <p>The company has the requisite manpower and capabilities to achieve these growth objectives which will add substantially to our revenue and profits.</p>
	3	Expected Increase in productivity and profits in measurable terms.	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.
IV	Disclosures:		
	<p>Disclosures as stated below required to be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; (ii) details of fixed components and performance linked incentives along with the performance criteria; (iii) service contracts, notice periods, severance fees; and (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable.</p>		Not Applicable, as the reporting of 'Corporate Governance' in Board of Directors report is not applicable to the Company,

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of an ordinary resolution as set out in Item No.5 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Sarang Bhand at this AGM is annexed in "Annexure B" to this Notice.

The copy of terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Save and except Mr. Sarang Bhand, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No.5 of the Notice.

The Board recommends the resolution set forth in item no.5, as an Ordinary resolution for the approval of the Members.

ITEM NO. 6:

Mr. Yashas Bhand was appointed as Whole-time Director of the Company by the Shareholders of the Company at the Extra-Ordinary General Meeting held on October 1, 2022, for a period of three years with effect from October 01, 2022 and whose term of office will be expired at September 30, 2025.

Mr. Yashas Bhand, Whole-time Director & CEO, is a seasoned professional who has been pivotal in leading the company's in-house R&D activities. Since 2016, he has spearheaded the Technology Development and Operations departments, driving innovation in decentralized biogas technology. Mr. Yashas Bhand also oversees the engineering and business development functions, ensuring the alignment of technical aspects across the company. Additionally, he is instrumental in developing training modules and conducting workshops for stakeholders in the waste management sector.

Looking at the performance evaluation report of Mr. Yashas Bhand as a Whole-time Director and member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Yashas Bhand, as a Whole-time Director for a further period of 3(three) years effective from October 01, 2025 to September 30, 2028 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 6 of the Notice, which has been approved by Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company at their meeting held on 14th August, 2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Yashas Bhand for the office of Managing Director.

The Company has received from Mr. Yashas Bhand (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

Due to Inadequate profit, the appointment and payment of remuneration to the Whole-time Director of the Company shall be in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013. Hence, the Company proposes this Ordinary Resolution for appointment and payment of remuneration of Mr. Yashas Bhand, which is well within the permissible limit and terms and condition as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

Disclosure as required under Schedule V of the Companies Act, 2013 in relation to the appointment and approval of remuneration is given hereunder

I	General Information												
	1	Nature of the Industry:		The Company is in the business of developing solutions focused on the Municipal Solid Waste (MSW) space. The Company involved in constructions, developments and Maintenance of Waste-to energy projects, particularly in the Municipal Solid Waste sector through various SPVs.									
	2	Date or expected date of commencement of commercial production -		The Company commenced its business operations 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	Standalone Financial performance based on given Indicators		(Amount in Lakhs)									
		Particular	31-03-2025 (Audited)	31-03-2024 (Audited)	31-03-2023 (Audited)								
		Operational Income	2522.65	1812.84	1304.94								
		Total Income	2760.94	1841.87	1363.91								
		Depreciation	78.46	15.55	25.96								
		Total Expenses	2298.06	1414.07	791.49								
		Net Profit/Loss	341.77	314.56	472.12								
		Equity Share Capital	865.93	769.93	519.91								
		Other Equity	18257.06	15390.48	10496.82								
	5	Foreign Investment or collaboration, if any	The Company has not made any foreign investment and neither entered into any foreign collaboration.										
II	Information about the appointee												
	1	Background Details	Please refer above paragraph.										
	2	Past Remuneration	<table><tr><td>Year</td><td>Remuneration</td></tr><tr><td>2020-21</td><td>INR 5.00 Lakhs</td></tr><tr><td>2021-22</td><td>INR 12.00 Lakhs</td></tr><tr><td>2022-23</td><td>INR 18.00 Lakhs</td></tr></table>			Year	Remuneration	2020-21	INR 5.00 Lakhs	2021-22	INR 12.00 Lakhs	2022-23	INR 18.00 Lakhs
Year	Remuneration												
2020-21	INR 5.00 Lakhs												
2021-22	INR 12.00 Lakhs												
2022-23	INR 18.00 Lakhs												

			2023-24	INR 24.00 Lakhs
			2024-25	INR 24.00 Lakhs
	3	Recognition or awards	-	
	4	Job Profile and his suitability	As a seasoned professional he has been instrumental in carrying various in-house R&D activities. He drives a team for developing training modules, and implementing workshops for officials, consultants and other stakeholders in the waste management sector. Since 2016, he has been also heading new Technology development team and Operation department of the Company. He played a key role in the development of the decentralization of the bio-gas technology.	
	5	Remuneration proposed	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 6 of the Notice	
	6	Comparative remuneration profile with respect to industry, size of 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 remuneration of Mr. Yashas Bhand is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.	
	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Yashas Bhand does not have any pecuniary relationship with the Company. Mr. Yashas Bhand is related to Mr. Sarang Bhand and Mrs. Janaki Bhand Directors of the Company.	
III	Other Information			
	1	Reasons of loss or inadequate Profits	During the year, total income has increased to Rs. 2,760.94 lakhs as compared to Rs. 1,841.87 lakhs in FY 2023-24 and the net profit after tax has increased to Rs. 341.77 lakhs as compared to Rs. 314.56 lakhs in FY 2023-24. To achieve this increase in income, the company incurred additional operating expenses on rent, rates & taxes, traveling, etc. which impacted the operating margins of the company resulting in inadequate profits u/s 197 r.w Schedule V of the Companies Act, 2013. It may be noted that on a consolidated basis, profit after tax is Rs. 1,571.86 lakhs.	
	2	Steps taken or proposed to be taken for improvement	The company is well-positioned to capitalize on the growing national focus on sustainable waste management and clean energy. The key growth drivers for the company includes scaling execution of containerised and mid-scale CBG plants under	

			private and PPP formats, expansion into bio-medical waste, unlocking the growth opportunities in R&D pipeline by monetizing innovation through technology licensing and long term growth potential in our Sanjeevak carbonisation System. The company has the requisite manpower and capabilities to achieve these growth objectives which will add substantially to our revenue and profits.
	3	Expected Increase in productivity and profits in measurable terms.	The Company has drawn up an Annual Business Plan which it will endeavour to achieve.
IV	Disclosures:		
	The disclosures is being mentioned in the Board of Director's report under the heading 'Corporate Governance' if any:		Not Applicable, as the reporting of 'Corporate Governance' in Board of Directors report is not applicable to the Company,

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of an ordinary resolution as set out in Item No.6 of this AGM Notice.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to re-appointment of Mr. Yashas Bhand at this AGM is annexed in "Annexure C" to this Notice.

The copy of terms and conditions of appointment is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Save and except Mr. Yashas Bhand, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No.6 of the Notice.

The Board recommends the resolution set forth in item no.6, as an ordinary resolution for the approval of the Members.

ITEM NO. 7 & 8:

Mr. Rakesh Mehra (DIN: 00035812) and Mr. Amit Karia (DIN: 06846654) were appointed as an Independent Directors of the Company at the Extra-Ordinary General Meeting held on October 04, 2022, for a period of 3 (Three) consecutive years commencing from October 4, 2022 and

whose term of office will be expired at October 3, 2025 and who are eligible for re-appointment for the second term of five consecutive years.

Profile of Mr. Rakesh Mehra

Mr. Rakesh Mehra is Graduate and Associate Member of the Indian Institute of Bankers and Fellow Member of Institute of Cost and Management Accountants of India. He has been associated with Madhya Pradesh State Industrial Development Corporation Ltd. (MPSIDC) in various senior positions and was head of the "Project Finance Division" and financial resource planning. During his tenure with MPSIDC, he has handled Project Feasibility/Project Finance of various Industrial Projects coming up in Madhya Pradesh. He was in key managerial position in MPSIDC from 1977 to 1986. Subsequently, he started his own Project Management and Technical Services company viz. Econotech Services Pvt. Limited conducting various categories of project feasibility, industrial feasibility, Corporate Advisory Services, Investment Banking Services, Resources Planning etc. in India and Abroad. Econotech is also registered with Reserve Bank of India as a Non Banking Finance Company (NBFC) since 2003 in the category of investment and loan and non public deposit. He is a whole time director in Econotech from 1986 till date. He has vast experience in Finance and Investment activities including takeover, merger, investment planning etc. He is a Member of Bhopal Management Association and has also been awarded "President's Award" in Scouting in his school days.

Profile of Mr. Amit Karia

Mr. Amit Karia is a member of the Institute of Company Secretaries of India (ICSI), New Delhi, Institute of Cost and Management Accountants of India (ICAI – Cost), Kolkata, Qualified Masters in Laws (LLM), a merit holder and university topper for two out of three years in LLB examination. He is a Author of several books on law with the first book being published by Bharat Law House, New Delhi. Registered Insolvency Professional (IP) enrolled with the Indian Institute of Insolvency Professionals of ICAI (IIIPICAI) and registered with Insolvency and Bankruptcy Board of India (IBBI), and has resolved several matters including some high profile & socially sensitive matters. Overall experience in legal and compliance areas of more than 13 years. He served as an executive director on the board of directors of an Indian company for more than 6 year. Currently serving as non-executive director of three Indian companies. Has also been an education mentor for professional courses like CA (Final).

Mr. Rakesh Mehra and Mr. Amit Karia have given their consent to act as a Director and declaration to the Board, inter alia, that (i) they meets the criteria of independence as provided under Section 149(6) read with Schedule IV of the Act and the Listing Regulations and other declarations as required under Listing Regulations (ii) are not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ('SEBI') or any such authority (iii) are eligible to be appointed as a Director in terms of Section 164 of the Act (iv) are in compliance with Rules 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 in respect of their registration with the data bank of Independent Directors and online proficiency self-assessment test, as applicable.

Looking at the expertise / experience and performance evaluation report of Mr. Rakesh Mehra and Mr. Amit Karia, as a member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering that the continued association of Mr. Rakesh Mehra and Mr. Amit Karia would be beneficial to the Company, the Board of Directors of the Company ('the Board') at their meeting held on August 14, 2025 based on the recommendation of the Nomination & Remuneration Committee, had approved the re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia,

Independent Directors of the Company for the second term of five consecutive years, i.e., from October 04, 2025 up to October 03, 2030 (both days inclusive), subject to approval of shareholders at ensuing AGM of the Company. They shall be paid remuneration by way of fee for attending meetings of the Board and reimbursement of expenses for participating in the Board meetings.

The Company has also received notices under Section 160 of the Act from Members proposing the candidature of Mr. Rakesh Mehra and Mr. Amit Karia for the office of Director of the Company.

In the opinion of the Board, Mr. Rakesh Mehra and Mr. Amit Karia are people of integrity, possesses relevant expertise / experience (including the proficiency, as applicable) and possess professional background, appropriate skills, experience, knowledge and capabilities required for the role of Independent Director and fulfils the conditions for appointment as Independent Director as specified in the Act and rules made thereunder and the Listing Regulations and are independent of the management.

In view of this, re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia as Independent Directors is in the interest of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, re-appointment of Mr. Rakesh Mehra and Mr. Amit Karia as Independent Directors requires approval of Members of the Company by way of Special Resolution.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to aforesaid re-appointment are annexed in "Annexure D & E" to this Notice.

Letter of appointment setting out the terms and conditions of their appointment are available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Mr. Rakesh Mehra (DIN: 00035812) and Mr. Amit Karia (DIN: 06846654) being appointees, and their relatives are interested in the resolutions set forth in item no.7 and 8, to the extent of their shareholding, if any, in the Company.

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 resolutions set forth in item no.7 & 8.

The Board recommends the resolutions set forth in item no. 7 & 8, as special resolutions for the approval of the Members.

Annexure to the Notice

Details of the Directors retiring by rotation / seeking re-appointment at the 17th Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE A

Name of the Director	Mrs. Janaki Bhand
DIN	07118415
Date of Birth	06/12/1985
Age	40 Years
Date of First Appointment on the Board	1 st September, 2022
Qualification	BA Psychology, MA in Clinical Psychology, PG Diploma in Guidance and Counseling
Brief Resume, Experience and Expertise in Functional Area	<p>Mrs. Janaki Bhand is the Woman Director of our Company. She is a practicing psychologist for more than 10 years. She is a Gold medalist in BA Psychology from IEHE, Bhopal. She has done her MA in Clinical Psychology from MSU Baroda and PG Diploma in Guidance and Counseling from Fergusson Collage, Pune. She is also a REBT practitioner and has earned her Certificate from Albert Ellis Institute, India. She has previously been associated with the Inclusive Education Cell at the Podar Education Network as a Counselor and with eClerx India as consultant corporate Psychologist. She is also on the panel of online Counselors with Don Bosco's Prafulta (Andheri), and a guest Faculty at the National Institute of Fashion Technology, Kharghar.</p> <p>Mrs. Bhand has her own counseling & training venture under the brand name "Soch". Soch is engaged in imparting soft skills training, educational guidance, counseling and consultation services with a mission to promote holistic development of individuals.</p>
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mrs. Janaki Bhand, who retires by rotation at ensuing Annual General Meeting and being eligible, offers herself for re-appointment.
Number of Meetings of the Board attended during the year	1(One)
Remuneration last drawn	Sitting fees of an amount of Rs.10,000/-
Remuneration sought to be paid	Sitting fees of an amount of Rs.10,000/- per Board meeting

List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mrs. Janaki Sarang Bhand does not hold any directorship in the Listed Company. Details of other companies and body corporates are as under: 1. Five Elements Environment Ventures Private Limited 2. Five Elements Research Foundation
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	NIL
Shareholding in the Company including as a beneficial owner	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mrs. Janaki Sarang Bhand with Mr. Sarang Bhand and Mr. Yashas Bhand.
Listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE B

Name of the Director	Mr. Sarang Bhand
DIN	01633419
Date of Birth	26-08-1982
Age	43 Years
Date of First Appointment on the Board	29 th August, 2008 (Since Incorporation)
Qualification	Graduate in commerce from Symbiosis College of Arts & Commerce, Pune University with specialisation in Marketing and Post Graduate in Management from Chifley Business School, Australia.
Brief Resume, Experience and Expertise in Functional Area	He is involved in ORS since its inception and was instrumental in incorporating ORS, to promote MSW to Energy projects in India. He is responsible for developing strategies for acquiring & developing new projects for ORS. He has steered the project development stage for Solapur Project has successfully managed to secure various other projects for the company. He has been involved in steering the

	<p>overall strategy of the company to expand its footprints across the bio-economy spectrum.</p> <p>As a part of Management, he is responsible for overall Strategy, Business Development & Project Management activities. He is responsible for identifying new business proposals enabling value creation for stakeholders and developing alliances with technology providers & strategic project partners. He is responsible for monitoring project execution & monitoring project compliance requirements.</p> <p>He Is an ardent supporter of effective project management practice in business and believes in continuous improvements in business processes for strategic leverages</p>
Terms and Conditions of Re-appointment	As stated in resolution no.5 of this Notice and explanatory statement related thereto
Number of Meetings of the Board attended during the year	4(Four)
Remuneration last drawn	Rs.42 lacs for FY 2024-2025
Remuneration sought to be paid	For remuneration please refer resolution set forth in Item No. 5 of the Notice
List of Listed Companies and/or Bodies Corporate in which Directorships Held	<p>Mr. Sarang Bhand does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under:</p> <ol style="list-style-type: none"> 1. Solapur Bioenergy Systems Private Limited 2. Organic Waste (India) Private Limited 3. Pune Urban Recyclers Private Limited 4. Meerut Bio-Energy Systems Private Limited
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Mr. Sarang Bhand holds 15,67,006 comprising 18.10% of the shareholding in the Company.
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mr. Sarang Bhand with Mrs. Janaki Sarang Bhand and Mr. Yashas Bhand.
Listed entities from which the	NIL

Director has resigned in the past three years	
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ANNEXURE C

Name of the Director	Mr. Yashas Bhand
DIN	07118419
Date of Birth	19-03-1990
Age	36 Years
Date of First Appointment on the Board	20 th October, 2020
Qualification	M.Tech in (Biotechnology) with Post graduate diploma in Business law and entrepreneurship. Solid Waste Management Planning Certification from UNESCOs
Brief Resume, Experience and Expertise in Functional Area	As a seasoned professional he has been instrumental in carrying various in-house R&D activities. He drives a team for developing training modules, and implementing workshops for officials, consultants and other stakeholders in the waste management sector Since 2016, he has been also heading new Technology development team and Operation department of the Company. He played a key role in the development of the decentralization of the bio-gas technology.
Terms and Conditions of Re-appointment	As stated in resolution no.6 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	4(Four)
Remuneration last drawn	Rs.24 lacs for FY 2024-2025
Remuneration sought to be paid	For remuneration please refer resolution set forth in Item No. 6 of the Notice
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Yashas Bhand does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Solapur Bioenergy Systems Private Limited 2. Organic Waste (India) Private Limited 3. Pune Urban Recyclers Private Limited 4. Meerut Bio-Energy Systems Private Limited 5. Five Elements Environment Ventures Private Limited 6. Five Elements Research Foundation
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil

Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mr. Yashas Bhand with Mr. Sarang Bhand and Mrs. Janaki Sarang Bhand.
Listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE D

Name of the Director	Mr. Rakesh Mehra
DIN	00035812
Date of Birth	03-03-1952
Age	73 Years
Date of First Appointment on the Board	4 th October 2022
Qualification	Graduate and Associate Member of the Indian Institute of Bankers and Fellow Member of Institute of Cost and Management Accountants of India.
Brief Resume, Experience and Expertise in Functional Area	He has been associated with Madhya Pradesh State Industrial Development Corporation Ltd. (MPSIDC) in various senior positions and was head of the "Project Finance Division" and financial resource planning. During his tenure with MPSIDC, he has handled Project Feasibility/Project Finance of various Industrial Projects coming up in Madhya Pradesh. He was in key managerial position in MPSIDC from 1977 to 1986. Subsequently, he started his own Project Management and Technical Services company viz. Econotech Services Pvt. Limited conducting various categories of project feasibility, industrial feasibility, Corporate Advisory Services, Investment Banking Services, Resources Planning etc. in India and Abroad. Econotech is also registered with Reserve Bank of India as a Non Banking Finance Company (NBFC) since 2003 in the category of investment and loan and non public deposit. He is a whole time director in Econotech from 1986 till date. He has vast experience in Finance and Investment activities including takeover, merger, investment planning etc. He is a Member of Bhopal Management Association and has also been awarded "President's Award" in Scouting in his school days.
Terms and Conditions of Re-appointment	As stated in resolution no.7 of this Notice read with explanatory statement related thereto

Number of Meetings of the Board attended during the year	3(Three)
Remuneration last drawn	Sitting fees of an amount of Rs.1,50,000/-
Remuneration sought to be paid	Sitting fees of an amount of Rs.50,000/- per Board Meeting
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Rakesh Mehra does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Econo Tech Services Pvt Ltd 2. Sunegra Foods Limited Liability Partnership
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Rakesh Mehra & other members of the Board and Key Managerial Personnel of the Company.
Listed entities from which the Director has resigned in the past three years	NIL

ANNEXURE E

Name of the Director	Mr. Amit Karia
DIN	06846654
Date of Birth	25-11-1985
Age	40 Years
Date of First Appointment on the Board	4 th October 2022

Qualification	CS, CMA and Qualified Masters in Laws
Brief Resume, Experience and Expertise in Functional Area	Mr. Amit Karia is an Independent Director of our Company. He is a member of the Institute of Company Secretaries of India (ICSI), New Delhi. He is a member of the Institute of Cost and Management Accountants of India (ICAI – Cost), Kolkata, Qualified Masters in Laws (LLM), a merit holder and university topper for two out of three years in LLB examination. Author of several books on law with the first book being published by Bharat Law House, New Delhi. Registered Insolvency Professional (IP) enrolled with the Indian Institute of Insolvency Professionals of ICAI (IIIPICAI) and registered with Insolvency and Bankruptcy Board of India (IBBI), and has resolved several matters including some high profile & socially sensitive matters. Overall experience in legal and compliance areas of more than 13 years. Served as an executive director on the board of directors of an Indian company for more than 6 year. Currently serving as non-executive director of three Indian companies. Has also been an education mentor for professional courses like CA (Final).
Terms and Conditions of Re-appointment	As stated in resolution no.8 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	3(Three)
Remuneration last drawn	Sitting fees of an amount of Rs.30,000/-
Remuneration sought to be paid	Sitting fees of an amount of Rs.10,000/- per Board Meeting
List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Amit Karia does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Smarten Power Systems Limited 2. Organic Waste (India) Private Limited 3. Solapur Bioenergy Systems Private Limited 4. Incorp Restructuring Services Llp
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and	There is no inter-se relationship between Mr. Amit Karia & other members of the Board and Key Managerial Personnel of the Company.

Key Managerial Personnel of the Company	
Listed entities from which the Director has resigned in the past three years	NIL