Date: September 03, 2026

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 544199
Scrip ID: GEMENVIRO

Subject: **<u>Notice of 13th Annual General Meeting of the Company</u>**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), please find enclosed the Notice convening the 13th Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26.

We are pleased to inform you that the 13th AGM of the Members of the Company is scheduled to be held on **Monday, September 28, 2026** at **12:30 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other relevant circulars issued by the Ministry of Corporate Affairs and SEBI in this regard, from time to time, to transact the business(es) as set out in the Notice of AGM.

The Company is providing e-voting facility (both remote e-voting before the AGM and e-voting during the AGM) to cast their votes electronically through e-voting services of CDSL, in respect of all the business(es) as set out in the Notice of AGM. Members holding shares as on cut-off date i.e. **Monday, September 21, 2026** shall be entitled to avail the e-voting facility. The remote e-voting period shall commence on September 25, 2026 at 09:00 a.m. (IST) and shall end on September 27, 2026 at 05:00 p.m. (IST). The detailed procedure of e-voting and participation in the AGM through VC/OAVM is provided in the Notes to the Notice of AGM.

The Annual Report containing the Notice of the AGM is also uploaded on the website of the Company at https://gemenviro.com/annual-report/ .

Kindly take the same on your record and bring notice to all the concerned.

For GEM Enviro Management Limited

TRIPTI GOYAL

Digitally signed by TRIPTI GOYAL
DN: c=IN, o=Personal, title=4651, 2.5.4.20=eb0c8a344b7fc40b4572f46f35fa3bcb40999acb92959f8233f6ff3f2c74aa72, postalCode=110086, st=Delhi, cn=TRIPTI GOYAL
Date: 2026.09.03 12:26:31 +05'30'

Tripti Goyal
Company Secretary and Compliance Officer
Membership No.: ACS73180

Encl: as above

AGM NOTICE

Notice is hereby given that the 13th Annual General Meeting ("AGM") of the Members of GEM Enviro Management Limited ("the Company") will be held on **Monday, 28th day of September 2026 at 12:30 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt**
   a. the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the Report of the Board of Director's and Statutory Auditor's 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 Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Reports of the Board of Directors and Statutory Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

   b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the report of Statutory Auditor's thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Report of the Statutory Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. **To declare the final dividend on equity shares for the financial year ended March 31, 2026;** and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the final dividend of Rs. 0.25/- per equity share i.e., 5%, on face value of Rs. 5/- each fully paid-up for the financial year ended March 31, 2026, as recommended by the Board of Directors of the Company, be and is hereby approved."

3. **To appoint a director in place of Mr. Dinesh Pareekh (DIN: 00629464) who retires by rotation and being eligible offered himself for re-appointment;** and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Dinesh Pareekh (DIN: 00629464), Director of the Company, who retires by rotation, and being eligible has offered himself for re-appointment."

SPECIAL BUSINESS

4. To consider and approve alteration of object clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), and subject to such approvals or permissions as may be required from the statutory authority or regulatory authority or any other authority, the consent of the members of the Company be and is hereby accorded to substitute the Clause 3(A) of objects clause of the Memorandum of Association ("MOA") of the Company, with the following:

1. To carry on the business of waste management of all kinds including trading, collection, segregation, transportation, processing, recycling, disposal and handling of solid, liquid, hazardous, electronic, ferrous, non- ferrous, used oil, burnt oil, battery and all other categories of waste, in India and abroad and to ensure routing of such waste to authorised recyclers for proper processing and recycling or to set up chain of waste collection centres and processing facilities in different parts of the country and globally and to provide end-to-end waste management solutions.

2. To carry on the business of providing, operating, managing and facilitating reverse logistics solutions for plastic bottles, aluminium cans, glass bottles, ferrous, non-ferrous and other beverage packaging containers and other recyclable materials, including the collection, aggregation, transportation, storage, sorting, handling, tracking, return, recovery and processing thereof through Deposit Refund Systems, Reverse Vending Machines, authorised collection and return points, QR code-based and other digital technologies and such other mechanisms as may be adopted from time to time, including the facilitation and processing of refunds, incentives and other related services incidental thereto

3. To sell, distribute, promote and trade in recycled products, by-products and value-added materials derived from waste processing and recycling operations.

4. To carry on the business of providing consultancy, advisory, compliance management and professional support services in relation to environmental, sustainability, waste management, reverse logistics, circular economy, recycling, Extended Producer Responsibility, Bulk Waste Generator Responsibility, Deposit Refund Systems, Carbon Credit Trading Scheme, carbon markets, carbon credits, emissions reduction, greenhouse gas accounting and other statutory, regulatory and voluntary compliance requirements, including due diligence, gap analysis, policy formulation, documentation, reporting, certification support, digital compliance management and liaison with regulatory authorities for companies, institutions, government bodies and other public or private entities in India and abroad.

5. To design, develop, provide, operate, implement, integrate, manage and facilitate technology-enabled, digital and Artificial Intelligence (AI)-driven solutions for waste management, recycling, resource recovery, reverse logistics, environmental compliance, sustainability, carbon management and circular economy, including solutions for data collection, waste tracking and traceability, material identification and segregation, route optimisation, resource optimisation, predictive analytics, monitoring, reporting, compliance management, carbon accounting and such other applications as may be developed or adopted from time to time.

6. To develop, establish, own, operate, manage, maintain, promote and facilitate sustainable industrial zones, Eco-Industrial parks and integrated resource management ecosystems, wherein industries, businesses and other stakeholders may collaborate to enhance environmental, social and economic performance, share resources such as energy, water and raw materials, share waste and energy management infrastructure, reduce waste and emissions through industrial symbiosis.

7. To convene, organise and promote educational, awareness and training programmes, workshops, seminars, conferences, campaigns, corporate events, environmental drives, public awareness campaigns, trade exhibitions, commercial, social and other events, for the purpose of promoting recycling, waste segregation, sustainable consumption and environmentally responsible behaviour among individuals, communities, corporations and government bodies.

8. To carry on the business of manufacturing, processing, designing, sourcing, purchasing, importing, exporting, trading, packaging, branding, marketing, distributing, wholesaling, retailing and otherwise dealing in all kinds of goods, products, commodities, articles, merchandise and things of every kind and description and all allied, ancillary or incidental products.

9. To invest in, subscribe to, acquire, purchase, hold or otherwise deal in the shares, securities or other instruments of and to grant loans, advances or other financial assistance to, any company, body corporate, limited liability partnership, firm or other entity, whether in India or abroad, in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the objects clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Directors on the Board or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or incidental thereto in order to give effect to this resolution including filing of necessary forms with the Registrar of Companies and giving of necessary intimations to the Stock exchange.

RESOLVED FURTHER THAT a certified true copy of the said resolution be furnished to such person(s)/ entity(ies)/ department(s)/ authority(ies), etc. as may be considered necessary under the signature of any one Director or Company Secretary or Chief Financial Officer of the Company."

5. To consider and approve the shifting of Registered Office of the Company from one state to another and consequent amendment to the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014 ("the rules") (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (power delegated to Regional Director) and other Authority, if any and such other approvals, permissions, consents and sanctions as may be required, the consent of Members of the Company be and is hereby accorded to shift the Registered Office of the Company from the National Capital Territory of Delhi to the State of Uttar Pradesh.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act read with the rules and subject to the confirmation of the Regional Director, Northern Region, New Delhi, consequent to the proposed shifting of the Registered Office of the Company from the "National Capital Territory of Delhi" to the "State of Uttar Pradesh", Clause 2 of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 2 with the following:

"2. The Registered Office of the Company will be situated in the State of Uttar Pradesh."

RESOLVED FURTHER THAT the Directors on the Board or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised, to make necessary applications, petitions, e-forms and other filings with the Regional Director or the Registrar of Companies or other statutory authority and to sign, execute and submit the petitions, applications, declarations, undertakings, documents, affidavits and writings and appear before any authority, finalise list of creditors or to appoint any authorised representatives or consultant or personnel to represent the Company before any authority including preparation/ signing/ submission of any document/ information to any authority or to collect any document/ information/ order from any authority and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient in order to give effect to this resolution.

RESOLVED FURTHER THAT the certified true copy of this resolution be furnished to such person(s)/ entities/ banks/ authorities/ departments, etc. as may be considered necessary under the signature of any one Director or Chief Financial Officer or Company Secretary of the Company."

By the Order of the Board of Directors
GEM Enviro Management Limited

Date: August 25, 2026
Place: Noida

Sd/-
Tripti Goyal
Company Secretary and Compliance Officer
Membership No.: ACS73180

Registered Office:
Unit No. 203, Plaza 3, Central Square,
Bara Hindu Rao, Delhi-110006

NOTES:

1. Pursuant to the General Circular No. 03/2025 dated September 22 2025 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by MCA in this regard and such other applicable circulars issued by MCA and Securities and Exchange Board of India ("SEBI"), from time to time, in this regard (collectively referred as "the Circulars"), the Company is convening the 13th Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his/ her behalf and proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM pursuant to the 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, hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice.

4. Institutional/ Corporate shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/ Corporate shareholders whose authorised representatives are intending to attend the Meeting through VC/OAVM are requested to send a scanned copy of Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting, to the Company at investors@gemenviro.com, with a copy marked to scrutiniser at info@hksllp.in and to the Registrar and Share transfer Agent of the Company ("RTA") i.e., Skyline Financial Services Private Limited ("Skyline") at compliance@skylinerta.com.

5. As the AGM will be held through VC/ OAVM, the participation of the Members in the AGM through VC/OAVM will be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("the Act").

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

7. The Explanatory statement pursuant to Section 102(1) of the Act setting out the material facts relating to the Special business is annexed hereto and forms part of the Notice.

8. The information required to be provided as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/ re-appointment in this AGM is annexed hereto.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive).

10. 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 serve basis. This rule would however not apply to participation of 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.

11. In compliance with the Circulars and Regulation 36(1)(a) of the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participant (DPs).

    Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report for the Financial Year 2025-26 are available is being sent to those Member(s) whose e-mail addresses are not registered.

    Members may note that the Notice of the AGM along with Annual Report of the Financial Year 2025-26 will also be available on the website of the Company at https://gemenviro.com/ and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice can also be accessed from the website of CDSL at www.evotingindia.com.

12. All the shares of the Company are in dematerialised form. Hence, Members of the Company holding shares as on Friday, August 28, 2026 will receive Notice and Annual Report for the Financial Year 2025-26 through electronic mode only.

13. Members holding shares in the dematerialized mode are requested to register/ update their email addresses and intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their DPs. These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.

14. In case a person becomes a member of the Company after dispatch of Notice of the AGM and is a member as on the cut-off date for e-voting, such person may obtain the user id and password by sending a request at helpdesk.evoting@cdslindia.com or compliance@skylinerta.com. A person who is not a member as on the cut-off date shall treat this notice for information purpose only.

15. Members holding shares in the identical name or in the same order of names, under different folios are requested to write to the Company at investors@gemenviro.com to consolidate their shareholding into single folio.

16. The Board of Directors of the Company has recommended a Final dividend of Rs. 0.25/- (5%) per Equity Share of face value of Rs. 5/- each fully paid up, for the Financial Year ended March 31, 2026, which will be paid within the prescribed timelines, subject to the approval of the members at the ensuing AGM.

17. SEBI has mandated that all the listed companies making dividend payments, shall use any electronic mode of payment approved by the Reserve Bank of India. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants or any other permitted instruments with bank account details printed thereon.

18. To ensure the timely credit of the Dividend, Members holding shares in dematerialised form are requested to intimate all the changes pertaining to their address or bank details to their DPs.

19. Subject to the provisions of Section 126 of the Act, the dividend on equity shares, if approved at the AGM, will be credited/ dispatched to those members, whose names appear as "Beneficial owners" as at the end of the business hours on Monday, September 21, 2026 in the list of beneficial owners to be furnished by National Securities Depository Limited ("NSDL") and CDSL, in respect of shareholders holding share in electronic mode. Please note that all the shares of the Company are in dematerialised form.

20. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates. The TDS rate would vary depending on the residential status of the shareholder. A detailed communication in this regard is available on the Company's website at https://gemenviro.com/wp-content/uploads/2026/08/TDS-on-Dividend.pdf.

    The Members may please refer to the same and comply to ensure appropriate deduction of tax and in any case update Residential status, PAN, Category of holding, etc. with their DPs or in case shares are held in physical form, with the Company's RTA. Members may refer to the provisions under the Income Tax Act, 1961, for detailed information on the tax deduction on dividend.

21. Pursuant to Section 124 and 125 of the Act, the amount of unpaid/ unclaimed dividend for a period of seven consecutive years from the date of the transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unpaid/ unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

    The shares once transferred to IEPF account including dividends and other benefits accruing thereon can be claimed from IEPF Authority after following the procedure prescribed under the IEPF Rules and no claim shall lie against the Company.

22. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts.

23. The Members may further note that SEBI has mandated the listed companies to issue the securities in dematerialised form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of securities

certificate, Endorsement, Sub-division/ split and consolidation of securities certificate/ folios, Transmission and Transposition. Accordingly, Members are requested to make the above-mentioned requests by submitting duly filed Form ISR 4 to the Company or Skyline.

24. Pursuant to Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in the demat mode.

25. Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA i.e., Skyline. In respect of shares held in electronic form, the Members may please contact their respective DP.

26. In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend shall be paid only through electronic mode upon furnishing all the aforesaid details in entirety.

27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM.

28. All the documents referred to in the Notice and Explanatory Statement, shall also be available for inspection by the members up to the date of AGM.

29. Non- Resident Indian Members are requested to inform immediately to Company's RTA i.e., Skyline, in case of shares are held in physical form and to DP, in case of shares are held in Demat form, the following:
    a. Change in their residential status on return to India for permanent settlement.
    b. Particulars of their bank account maintained in India with complete details.

30. VOTING THROUGH ELECTRONIC MEANS

i. Pursuant to Section 108 of the Act read with Companies (Management and Administration) Rules, 2014, as amended and other applicable provisions, if any, of the Act and Regulation 44 of the SEBI Listing Regulations read with the circulars, the Company is providing to its members the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means.

ii. Mr. Hemant Kumar Sajnani (Membership No. FCS7348, CP No. 14214), Designated partner of HKS & Associates, LLP, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.

iii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make, within 2 working days of conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him in writing, who shall countersign the same.

iv. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and simultaneously shall be placed on the website of the Company at https://gemenviro.com/shareholders-meeting/ and on the website of CDSL at https://www.evotingindia.com. The resolutions shall be deemed to be passed at the AGM of the Company.

31. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

I. The voting period begins on September 25, 2026 at 09:00 a.m. (IST) and ends on September 27, 2026 at 05:00 p.m. (IST). During this period, shareholders of the Company, holding shares as on the cut-off date (record date) i.e. Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

III. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

IV. In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & My Easi New (Token) 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 e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 210 9911
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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

V. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

VI. After entering these details appropriately, click on "SUBMIT" tab.

VII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VIII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

IX. Click on the EVSN for the relevant GEM Enviro Management Limited on which you choose to vote.

X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XIV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVI. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XVII. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

● Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

● A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

● After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

● The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

● It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

● Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at info@hksllp.in and to the Company at the email address viz; investors@gemenviro.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@gemenviro.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@gemenviro.com. These queries will be replied by the Company suitably by email or in the AGM.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like 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 Company at investors@gemenviro.com or to RTA i.e., Skyline at compliance@skylinerta.com .

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant.

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 210 9911.

Date: August 25, 2026
Place: Noida

By the Order of the Board of Directors
GEM Enviro Management Limited

Registered Office:
Unit No. 203, Plaza 3, Central Square,
Bara Hindu Rao, Delhi-110006

Sd/-
Tripti Goyal
Company Secretary and Compliance Officer
Membership No.: ACS73180

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES AS SET OUT IN THIS NOTICE

ITEM NO. 4:

The Board of Directors of the Company considers, from time to time, opportunities for expansion and diversification of the Company's business activities into areas that are economically sustainable and aligns with long-term growth strategy.

In order to facilitate such diversification and provide greater flexibility for undertaking existing and prospective business activities, it is proposed to replace the existing Object Clause of the Memorandum of Association ("MOA") of the Company with a comprehensive Object Clause. The existing Object Clause is limited in scope and requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The proposed activities can, under the existing circumstances, be conveniently and advantageously combined with the present activities of the Company.

The proposed alteration of the MOA was approved by the Board of Directors at its meeting held on August 25, 2026 subject to the approval of members of the Company.

The existing Object Clause is proposed to be substituted with the revised Object Clause as set out in the Special Resolution forming part of this Notice.

The alteration of the MOA will provide the Company with the requisite legal authority and operational flexibility to carry on the proposed business activities and support its future growth plans.

A Copy of the existing and proposed MOA is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of AGM.

Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, the proposed alteration of the MOA requires the approval of the Members by way of a Special Resolution.

Accordingly, the Board of Directors of the Company recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5:

The Board of Directors of the Company, at its meeting held on August 25, 2026, subject to the approval of Members of the Company, has approved the shifting of Registered Office of the Company from the National Capital Territory of Delhi to the State of Uttar Pradesh.

The Registered Office of the Company is presently situated at Unit 203, Plaza 3, Central Square, Bara Hindu Rao, Delhi-110006, which falls under the jurisdiction of the Registrar of Companies, ROC Delhi II i.e., Central Delhi. It is proposed to shift the Registered Office of the Company at 3rd Floor, A-115, Sector 136, Noida, Uttar Pradesh- 201304, which falls under the jurisdiction of the Registrar of Companies, Uttar Pradesh II.

The proposed shift of the Registered Office is necessitated due to a change in the ownership of the existing premises. The proposed change is administrative in nature and will not have any adverse impact on the rights or interests of the Company's shareholders, creditors, employees, or any other stakeholders.

As the proposed shifting of Registered Office involves a change in the State in which the Company's Registered Office is situated, it is necessary to alter Clause 2 of the Memorandum of Association of the Company.

A Copy of the existing and proposed MOA is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of AGM.

Pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, the proposed shifting of Registered Office of the Company from National Capital Territory of Delhi to the State of Uttar Pradesh and consequent alteration of the Memorandum of Association of the Company requires the approval of the Members by way of a Special Resolution.

Accordingly, the Board of Directors of the Company recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Date: August 25, 2026
Place: Noida

By the Order of the Board of Directors
GEM Enviro Management Limited

Registered Office:
Unit No. 203, Plaza 3, Central Square,
Bara Hindu Rao, Delhi-110006

Sd/-
Tripti Goyal
Company Secretary and Compliance Officer
Membership No.: ACS73180

Annexure A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard – 2 on General Meetings)

Name of the Director	Dinesh Pareekh
Director Identification Number (DIN)	00629464
Designation and Category of Director	Non- Executive Director (Promoter)
Date of Birth (Age)	16/02/1969 (57 years)
Date of first appointment on the Board	01/02/2013
Qualifications	Intermediate
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Number of Board Meetings attended during the year	11 out of 11
Brief profile and Expertise in specific functional areas	Mr. Dinesh Pareekh is a distinguished business leader and a seasoned professional in the corporate world, brings a wealth of expertise to his role as the Promoter and Chairman (Non-Executive Director) of the Company. With an illustrious career spanning over 30 years, he has played a pivotal role in shaping and nurturing the growth of the organization since its inception in 2013. Mr. Dinesh Pareekh is not only a visionary in the corporate sector but also exhibits a deep commitment to sustainable practices. His experience in the recycling and waste management sector further underscores his dedication to environmental responsibility.
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Directorship held in other Companies as on March 31, 2026	5
Listed Entities from which the person has resigned as Director in past 3 years	Not Applicable
Memberships/Chairmanships of committees of the Company	Member in the following committee of the Company: 1. Nomination and Remuneration Committee 2. Corporate Social Responsibility Committee Chairman in the following committee of the Company: 1. Stakeholders Relationship Committee
Memberships/Chairmanships of committees of other companies as on March 31, 2026	None
Number of Equity Shares held in the Company as on March 31, 2026	6,80,000 (3.02%)