



Notice of the 12th Annual General Meeting

Notice is hereby given that the 12th Annual General Meeting (“AGM”) of the Members of GEM Enviro Management Limited (“the Company”) will be held on **Monday, September 29, 2025 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 the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Report of the Board of Director’s and Auditor’s thereon.
2. To declare the Final dividend of Rs. 0.25/- (5%) per Equity Shares of face value of Rs. 5/- each fully paid up, for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Sachin Sharma (DIN: 05281526) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the appointment of Ms. Sandhya Kohli (DIN: 10527387) as Non-Executive Independent Director 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 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Sandhya Kohli (DIN: 10527387), who has been appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from Friday, August 01, 2025, under Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and applicable rules made there under and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company, whose office shall not be liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years with



effect from August 01, 2025 to July 31, 2030 (both days inclusive) on such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Sachin Sharama (DIN: 05281526), Managing Director and/or Company Secretary and/or 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 or incidental thereto in order to give effect to this resolution.

RESOLVED FURTHER THAT the 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.”

Date: August 26, 2025
Place: Delhi

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

Notes

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA") read together with previous circulars issued by MCA in this regard (collectively referred as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with previous circulars issued by SEBI in this regard (collectively referred as "SEBI Circulars"), Companies are allowed to hold AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue till September 30, 2025. Hence, in compliance with the provisions of MCA circulars and SEBI circulars, 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. 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 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, 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@gemrecycling.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 under Item No. 4 is annexed hereto.



8. The information required to be provided as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") 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 are annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (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 served 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 MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report of the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is 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 2024-25 will also be available on the website of the Company at www.gemrecycling.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. As all the shares of the company are in dematerialised form, members of the company holding shares as on Friday, August 29, 2025 will receive Notice and Annual Report for the financial year 2024-25 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 Depository Participant (DP). 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@gemrecycling.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 Shares of face value of Rs. 5/- each fully paid up, for the financial year ended March 31, 2025, which will be paid within the prescribed timelines, subject to the approval of the members at the ensuing AGM.
17. SEBI has mandated all the listed companies for 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 Depository Participants and Members holding shares in physical form are requested to intimate such changes to Company' RTA i.e., Skyline at its following address:

Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase – I, New Delhi-110020
Email Id: compliance@skylinerta.com

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" at the end of the business hours on Monday, September 22, 2025 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 <http://gemrecycling.com/wp-content/uploads/2025/08/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 DP 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 depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Skyline.
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, 2015, securities of listed companies can be transferred only in the demat mode. Members holding shares in physical form are requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
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 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 with effect from April 01, 2024 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 Depository Participant, 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, 2015 read with MCA and SEBI circulars, the Company is providing 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), 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://gemrecycling.com/shareholders-meeting1/> 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 26, 2025 at 09:00 a.m. (IST) and ends on September 28, 2025 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025 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 Listings Regulations, 2015, 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 above said 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in	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

demat mode with NSDL Depository	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 21 09911
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 and to the Company at the email address viz; investors@gemrecycling.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 at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@gemrecycling.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@gemrecycling.com . These queries will be replied by the Company suitably by email.
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@gemrecycling.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 (DP)**.

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 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 21 09911.

Date: August 26, 2025

Place: Delhi

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 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THIS NOTICE

Item No. 4:

Pursuant to Section 161 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee (NRC), in their meeting held on Friday, August 01, 2025, approved the appointment of Ms. Sandhya Kohli (DIN: 10527387), as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 01, 2025, who shall hold office for a first term of 5 consecutive years effective from August 01, 2025 to July 31, 2030, subject to the approval of the shareholders and shall not be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Sandhya Kohli, (DIN: 10527387) for appointment as a Non-Executive Independent Director of the Company.

Ms. Sandhya Kohli aged 38 years, holds a degree of Master of Business Administration in Finance. Further, she has vast experience of more than 20 years in the field of Finance, Stock Market and related work.

The NRC has considered her diverse skills, capabilities, expertise in finance and governance. On the recommendation of NRC, the Board of Directors is of the opinion that in view of the background and experience of Ms. Sandhya Kohli (DIN: 10527387), it would be in the interest of the Company to appoint her as Non – Executive Independent Director of the Company.

Ms. Sandhya Kohli (DIN:10527387) fulfils the requirement of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").

The Company has received all the Statutory disclosures/ declarations from Ms. Kohli, including the following:

- a. Consent in writing to act as a Non-Executive Independent Director of the Company in Form DIR 2;
- b. Declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015 and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.
- c. Intimation in Form DIR 8 that she is not disqualified from being appointed as a Director under Section 164(2) of the Act;
- d. Declaration that she is not debarred from appointment by any order of SEBI or any other authority.



Further, she has also confirmed that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for her appointment as Non- Executive Independent Director and is independent of the management of the Company. Considering her vast knowledge and expertise, her association with the Company would be of immense benefit to the Company.

A copy of the draft letter of appointment of Non- Executive Independent Director setting out the terms and conditions of her appointment is available for inspection by the members at the Registered Office of the Company.

The relevant details of Ms. Kohli as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 are provided in the **Annexure A** to this notice.

The resolution seeks approval of the shareholders of the Company for appointment of Ms. Sandhya Kohli (DIN: 10527387) as a Non-Executive Independent Director of the Company, for a period of five consecutive years commencing from August 01, 2025 to July 31, 2030 and her office shall not be liable to retire by rotation.

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 shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Sandhya Kohli is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Date: August 26, 2025
Place: Delhi

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	Sachin Sharma	Sandhya Kohli
Director Identification Number (DIN)	05281526	10527387
Designation and Category of Director	Managing Director (Promoter)	Additional Director (Non-Executive, Independent Director)
Date of Birth (Age)	10/04/1976 (49 years)	20/07/1987 (38 years)
Date of first appointment on the Board	09/10/2013	01/08/2025
Qualifications	B. Tech in Textiles Technology and Post Graduate Diploma in Computer Aided Management	MBA in Finance
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	As detailed in this notice along with Explanatory statement in Item No. 4.
Number of Board Meetings attended during the year	11	Nil
Brief profile and Expertise in specific functional areas	He has total more than 25 years of experience and with a Bachelor of Technology (B. Tech), Textiles Technology and a Post Graduate Diploma in Computer Aided Management from IIM Calcutta, he has leveraged his extensive knowledge and experience to excel in the corporate world. Since 2013, he has been associated with GEM, where he has played a pivotal role in advancing the Company's initiatives in Waste Management. His deep understanding of operational	Ms. Sandhya Kohli aged 38 years, holds a degree of Master of Business Administration in Finance. Further, she has vast experience of more than 20 years in the field of Finance, Stock Market and related work.

	processes, coupled with strategic thinking and a passion for sustainability, has contributed significantly to the development of the Company.	
Remuneration last drawn	Rs. 42,16,500 per annum	Nil
Remuneration proposed to be paid	Not exceeding Rs. 42,00,000 per annum	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorship held in other Companies as on March 31, 2025	GEM Green Infra Tech Private Limited	Rotographics (India) Limited
Listed Entities from which the person has resigned as Director in past 3 years	Not Applicable	Nil
Memberships/Chairmanships of committees of the Company	Member in the following committee of the Company: 1. Audit Committee 2. Stakeholders Relationship Committee Chairman in the following committee of the Company: 1. Corporate Social Responsibility Committee	Member in the following committee of the Company w.e.f. August 02, 2025: 1. Audit Committee 2. Nomination & Remuneration Committee
Memberships/Chairmanships of committees of other companies as on March 31, 2025	None	Member in the following committees of Rotographics (India) Limited: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee
Number of Equity Shares held in the Company as on date	34,85,400 (15.46%)	-

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ Justification for choosing the appointees for appointment as Independent Directors	-	Ms. Sandhya Kohli has vast experience of more than 20 years in the field of Finance, Stock Market and related work. Considering the said skill sets and capabilities of Ms. Sandhya Kohli, it is considered that she will be the right fit into the business of the Company and she will help the Board in taking the right decisions with her independent judgement and fairness.
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