NOTICE

NOTICE is hereby given that the **18th** Annual General Meeting ("**AGM**") of the Members of **Organic Recycling Systems Limited** (the "**Company**") will be held on Wednesday, September 30, 2026, at 11.30 a.m. through Video Conferencing / Other Audio-Visual Means ("**VC/OVAM**") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

   "RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.**"**

2. To appoint Mr. Yashas Bhand (DIN: 07118419), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yashas Bhand (DIN: 07118419), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.**"**

SPECIAL BUSINESS:

3. **ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PERSON BELONGING TO PROMOTER CATEGORY**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the "**SEBI Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/orany other statutory or regulatory authorities, including the BSE Limited , the "**Stock Exchanges**") on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 10,00,000 (Ten Lakhs), fully paid-up equity share of the Company of face value of INR 10 (Indian Rupees Ten only) each at a price of INR 161 per share (including a premium of INR 151 per share) ("**Issue Price**"), aggregating up to INR 16.10 Crores, to Mr. Sarang Bhand, Promoter of the Company (the "**Proposed Allottee**"), for a cash consideration, by way of a preferential issue on a private placement basis ("Preferential Issue") in accordance with the terms of the Issue as set out in the explanatory statement to this Notice calling AGM, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of equity shares is Monday, August 31, 2026, being the day immediately preceding the date that is 30 (thirty) days prior to the date of the Annual General Meeting ("Relevant Date") scheduled to be held on Wednesday, September 30, 2026.

RESOLVED FURTHER THAT the valuation report from the registered valuer, namely Mr. Manish Motilala Jaju, registered valuer – IBBI registration no. IBBI/RV/06/2019/10947, certifying the minimum price per equity share of the Company i.e. INR 160.01, determined in accordance with Regulation 164(1), 166 & 166(A) of SEBI ICDR Regulations, be and is hereby noted and taken on record.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee constituted in this regard, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

(i) to allot equity shares, in accordance with terms of issue and in compliance with SEBI ICDR Regulations and/or any other applicable laws;
(ii) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the equity shares to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares;
(iii) to vary, modify or alter any of the relevant terms and conditions attached to the equity shares to be allotted to the Proposed Allottees including re-computation of price, if required, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the equity shares;
(iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
(v) to issue clarifications on the offer, issue and allotment of the equity shares and listing of the equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
(vi) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue of the equity shares on a preferential and private placement basis);
(vii) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

SD/-
Sarang Bhand
Managing Director (01633419)

Place: Mumbai
Date: 02-09-2026

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

Notes :

1. The Ministry of Corporate Affairs (‘MCA’) has, vide its circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.

4. In terms of the provisions of Section 152 of the Act, Mr. Yashas Bhand (DIN: 07118419), Director of the Company, retire by rotation at the Meeting.

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

   Mr. Yashas Bhand, Director of the Company and his relatives, are interested in the Ordinary Resolution set out at Item Nos. 2, of this Notice with regard to his re-appointment, to the extent of their shareholding, if any, in the Company. Save and except for the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise.

5. Details of Directors retiring by rotation at this Meeting are provided in the ‘Annexure A’ to the Notice.

Dispatch of Annual Report through Electronic Mode:

6. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants/ Depositories. Further, in compliance with Regulation36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report for the financial year 2025-26 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website www.organicrecycling.co.in and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com , and on the website of NSDL, agency for providing the Remote e-voting facility at https://www.evoting.nsdl.com/ .

7. (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company/ RTA, are requested to register/update their e-mail address by completing their KYC and submitting Form ISR-1, Form ISR-2 and Form ISR-3 / Form SH-13 (available on the website of the RTA https://maashitla.com/downloads/rta-form-centre) as applicable, duly filled and signed along with requisite supporting documents to RTA ("Maashitla Securities Pvt Limited") at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi – 110 034.

   (b) In terms of MCA Circulars, the Company has made arrangements with Maashitla for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given under remote E-voting & Joining General Meeting instruction provided in the Notice of the AGM. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.

   (c) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.

8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by National Securities Depository Limited (NSDL). The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.

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

9. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this

purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("**Insta Poll**") during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.

12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system ("Insta Poll") during the meeting while participating through VC/OAVM facility.

13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("Insta Poll") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system ("Insta Poll") at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

14. Voting rights of the members (for voting through remote e-voting or e-voting system ("Insta Poll") at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("Insta Poll") at the AGM.

15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at cs@organicrecycling.co.in with a copy to evoting@nsdl.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

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

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other relevant documents shall be made available only in electronic form for inspection during the AGM.

18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of

AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to cs@organicrecycling.co.in

19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

20. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Maashitla to provide efficient and better service to the Members. NSDL has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login

- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to Maashitla the forms given below along with requisite supporting documents:

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

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

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-

a. Change in their residential status on return to India for permanent settlement;

b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

22. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with relevant SEBI circulars issued from time-to-time has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal / exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Maashitla as per the requirement of the aforesaid circular.

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

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

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

23. Voting through electronic means:

    In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Wednesday, September 23, 2026 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL from a place other than the venue of the Meeting (remote e-voting).

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

    Commencement of remote e-voting: **From 9.00 a.m. (IST) on Saturday, September 26, 2026** and end of remote e-voting: **Up to 5.00 p.m. (IST) on Tuesday, September 29, 2026**.

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

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

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than two working Days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at https://organicrecycling.co.in/ and on the website of NSDL - www.evoting.nsdl.com immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.

27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2025-2026.

28. In case of any general queries or information regarding the Annual Report, the Members may write to cs@organicrecycling.co.in to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to cs@organicrecycling.co.in at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at https://organicrecycling.co.in/.

30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

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

The remote e-voting period begins on **Saturday, September 26, 2026 at 09:00 A.M. and ends on Tuesday, September 29, 2026, at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on **the record date (cut-off date) i.e. September 23, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being September 23, 2026.**

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of Securities and Exchange Board of India ('SEBI') Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during

	the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e.	Your User ID is:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>General Guidelines for shareholders</u>

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

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

1. In case shares are held in physical mode or shareholders who have not registered their e-mail addresses or a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut off date for E-voting, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and

back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@organicrecycling.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@organicrecycling.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of Securities and Exchange Board of India ('SEBI') Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration :** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views at least 7 days before the AGM mentioning their name, demat account number/folio number, email id, mobile number at cs@organicrecycling.co.in. The members who have registered themselves as a speaker will only be allowed to express their views.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting may send their questions in advance at least 7 days before AGM mentioning their name, demat account/folio number, e-mail id, mobile no. at cs@organicrecycling.co.in

III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

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

Item No.3

The Board of Directors of the Company ("**Board**") at their meeting held on September 2, 2026, approved raising of funds aggregating upto Rs.16.10 crores by way of issuance of upto 10,00,000 (Ten Lakhs) fully paid-up equity share of the Company of face value of INR 10 (Indian Rupees Ten only) each at a price of INR 161 per share ("**Issue Price**") in one or more tranches, to Mr. Sarang Bhand, Promoter of the Company (the "**Proposed Allottee**"), for a cash consideration by way of a preferential issue on a private placement basis ("**Preferential Issue**")

The Proposed Allottee have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the aforesaid preferential issue as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

i) Objects of the Issue

Subject to compliance with applicable laws and regulations, the Issue Proceeds (i.e. the Total Consideration) are proposed to be utilised as under:

Sr. No.	Purpose for which Issue Proceeds are proposed to be utilised	Amount (₹ crore)	Tentative Timeline
1.	**Expansion into an integrated Build-Own-Operate ("BOO") bioenergy platform**, including project development, pre-development and mobilisation expenses, EPC and construction-related expenditure, land purchase, project-related assets and equipment, commissioning, working capital and other project-related expenditure.	**₹12.075 crore, with scope to utilise up to ₹16.10 crore**	Within 24 months from receipt of Issue Proceeds
2.	**General Corporate Purposes**, including ongoing general corporate exigencies, contingencies and other corporate requirements, as permitted under applicable laws.	**Up to ₹4.025 crore***	Within 24 months from receipt of Issue Proceeds
	Total	**Up to ₹16.10 crore**	

* The amount utilised for General Corporate Purposes shall not exceed 25% of the total Issue Proceeds.

The proposed BOO bioenergy platform is in line with the outcome of the Board meeting held on 24 April 2026. The Company intends to participate in bidding processes for various bioenergy projects with Government companies, authorities and public sector entities/agencies. The number, size, configuration and investment requirement of projects shall depend upon the outcome of bidding processes, project awards, requisite approvals, applicable Government policies and schemes and other project requirements.

The Issue Proceeds may be deployed directly or through subsidiaries, wholly-owned subsidiaries, joint ventures, special purpose vehicles or otherwise, as may be considered appropriate, subject to applicable laws.

The Issue Proceeds shall be utilised in a phased manner. The Company may revise its estimates due to external factors, provided such revision shall not exceed ±10% of the amount specified for the respective object. Any amount earmarked for General Corporate Purposes which remains unutilised may be utilised towards the BOO bioenergy platform, subject to the overall Issue Proceeds of ₹16.10 crore.

The Issue Proceeds are proposed to be deployed within 24 months from receipt, subject to applicable laws, necessary approvals and changes in external circumstances, in accordance with BSE Limited Notice No. 20221213-47 dated December 13, 2022, as amended (“BSE Circular”). Any unutilised amount may be utilised in subsequent periods as determined by the Board, subject to applicable laws and the BSE Circular.

Considering the commercial sensitivity of the ongoing bidding processes, the Company has not disclosed the names of prospective projects or concerned Government entities. As on the date of this Notice, the projects are at various stages of bidding and have not been awarded to the Company.

Interim Use of Issue Proceeds

Pending utilisation, the Issue Proceeds may be deployed in money market instruments, money market mutual funds, deposits with scheduled commercial banks, securities issued by the Government of India or such other permitted instruments/business opportunities, as may be approved by the Board, subject to applicable laws..

ii) Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for equity shares to be issued is Monday, August 31, 2026, i.e. 30 (thirty) days prior to the date of this Annual General Meeting.

iii) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on September 2, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 10,00,000 equity share to the Proposed Allottee, each at a price of Rs.161 per share (including a premium of INR 151 per share), aggregating up to INR 16.10 crore, for a cash consideration, by way of a preferential issue on a private placement basis.

iv) Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued

Up to 10,00,000 equity share to the Proposed Allottee, each at a price of Rs.161 per share (including a premium of INR 151 per share), aggregating up to INR 16.10 crores, such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of chapter V of the SEBI ICDR Regulations.

v) Basis or justification for the price (including the premium, if any) has been arrived at

In terms of the SEBI ICDR Regulations, the floor price at which the shares can be issued is Rs. 160.01 per share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. INR 160.01 per equity share.

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. INR 158.26 per equity share.

c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of the association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

d) Since the Proposed Preferential Issue is expected to allot more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the Company has obtained a valuation report from an independent registered valuer namely Mr. Manish Motilala Jaju, registered valuer IBBI registration no. IBBI/RV/06/2019/10947, registered valuer, having office situated at D 502, Neelkanth Business Park, Vidyavihar West, Mumbai 400086, for determining the price and minimum price determined by valuer is Rs.160.01 per equity share. The copy of valuation report has been published on website of the company and accessible at link https://organicrecycling.co.in/preferential-issue/ ."

Accordingly, INR 161 (including a premium of INR 151) per equity share, approved by the Board which is not less than the minimum price i.e. INR 160.01 per share determined in accordance with Regulation 164(1), 166 & 166(A) of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such recomputation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

vi) Amount which the company intends to raise by way of such securities

Aggregating up to Rs.16.10 crores

vii) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of equity shares is proposed to be made to the person belonging to Promoter category.

viii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any issue and allotment on preferential basis, during the year until the date of Notice of this AGM.

ix) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs.16.10 crores by way of issuance of upto 10,00,000 (Ten Lakhs) equity shares.

x) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

Mr. Sarang Bhand, Promoter of the Company, as the Promoter Allottee, intends to subscribe up to 10,00,000 Equity Shares in the proposed Preferential Issue. None of the directors or key managerial personnel of the Company are intended to subscribe to the offer.

xi) Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern Pre & Post Allotment						
Sr. No.	Category		Pre-Issue as on 01st September, 2026		Post preferential issue	
			Pre-Holding		Post-Holding*	
			No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	**Promoters and Promoter Group Holding:**					
1.	**Indian:**					
	Individual		2350509	15.07	3350509	20.19
	Bodies Corporate		-		-	
	Sub-Total		**2350509**	**15.07**	**3350509**	**20.19**
2.	Foreign Promoters		-		-	
	Total (A)		**2350509**	**15.07**	**3350509**	**20.19**
B	**Non-promoters' holding**					
1.	Institutional Investors					
	a)	Mutual Fund	-	-	-	-
	b)	Foreign Portfolio Investors	-	-	-	-
	Sub Total (B1)		**-**	**-**	**-**	**-**
2.	Non-Institution:					
	a)	Individuals	12201465	78.22	12201465	73.51
	b)	Bodies Corporate	296331	1.90	296631	1.78
	c)	NRI (Repatriable)	315900	2.03	315900	1.90
	d)	NRI (Non-Repatriable)	58500	0.38	58500	0.35
	e)	Clearing Member	-	-	-	-
	f)	Directors & Relatives	-	-	-	-
	g)	Trust	900	0.01	900	0.01
	h)	NBFC	-	-	-	-
	i)	HUF	375300	2.41	375300	2.26
	j)	Foreign Nationals	-	-		
	Sub Total (B2)		**1,32,48,396**	**84.93**	**1,32,48,396**	**79.81**
	Total (B)=(B1)+(B2)		**1,32,48,396**	**84.93**	**1,32,48,396**	**79.81**
C	**Shares held by custodians against which DRs are issued**		**-**	**-**	**-**	**-**
	TOTAL		**1,55,98,905**	**100**	**1,65,98,905**	**100**

***** Assuming full subscription and allotment of 10,00,000 equity shares

xii) Time frame within which the Proposed Preferential Issue shall be completed:-

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

xiii) Principal terms of assets charged as securities

Not applicable.

xiv) Material terms of raising such securities

No material terms other than those specified in this explanatory statement.

xv) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue equity shares by way of preferential issue to the Promoters for cash as per the details given herein below:

Sr No.	Name of the proposed Allottees	Ultimate Beneficial Owner	Category	Equity shares proposed to be allottted	Post Preferential Issue No of equity shares (% of holding)*
1.	**Mr. Sarang Bhand**	NA	Promoter (Individual)	up to 10,00,000 equity shares	33,50,509 (20.19%)

***** Assuming full subscription and allotment of 10,00,000 equity shares

xvi) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Category	Pre Issue %Holding	Number of Equity Shares proposed to be allotted	Post Issue %Holding*
The Proposed Allottee is belong to person belonging to Promoter category	23,50,509 equity shares constituting 15.07 % of the paid up equity share capital of the Company	up to 10,00,000 equity shares	33,50,509 equity shares constituting 20.19 % of the post issue paid up equity share capital of the Company

***** Assuming full subscription and allotment of 10,00,000 equity shares, % of holding of Proposed Allottee will be increased from 15.07% to 20.19%.

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

xvii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Mr. Sarang Bhand, Promoter of the Company, as the Promoter Allottee, intends to subscribe up to 10,00,000 Equity Shares in the proposed Preferential Issue. None of the directors of the Company are intended to subscribe to the offer.

xviii) Undertaking:

The Company hereby undertakes that:

a) The Company or any of its promoters or directors have not been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re- computation of the price of shares shall not be applicable;
d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottee.

xix) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

xx) Lock-in period

The equity shares to be issued andallotted shall be subject to a lock-in forsuch period as per the provisions of Chapter V of the SEBI ICDR Regulations.

xxi) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

As mentioned above, the Proposed Allottee is belong to the person Promoter and such status will continue to remain the same post the Preferential Issue.

xxii) Practicing Company Secretary's Certificate

The certificate from M/s. Anish Gupta, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://organicrecycling.co.in/preferential-issue/.

xxiii) Other disclosures

a) The Company has not made any issue and allotment on a preferential basis, during the year until the date of Notice of this AGM.

b) The Company has made appropriate adjustments to the Issue Price, taking into consideration the previous bonus allotment of equity shares, in accordance with Regulation 166 of the SEBI ICDR Regulations.

c) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

d) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

e) The Company has obtained the Permanent Account Numbers of the proposed allottee.

f) The Proposed Allottee has confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottee has further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

g) Issue of the equity shares would be within the authorised share capital of the Company.

Mr. Sarang Bhand, Promoter and Director, who intend to subscribe to the equity shares under this Preferential Issue, and his relatives including Mr. Yashas Bhand, Director, are concerned or interested in the resolution, financially or otherwise, as set out at Item No. 3, to the extent of their shareholding in the Company as general shareholders. Save and except for the above, none of the other Directors, Key Managerial Personnel and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

The Board of Directors hereby recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

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

SD/-
Sarang Bhand
Managing Director (01633419)

Place: Mumbai
Date: 02-09-2026

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

Annexure to the Notice

Details of the Directors retiring by rotation / seeking re-appointment at the 18th Annual General Meeting

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

ANNEXURE A

Name of the Director	Mr. Yashas Bhand
DIN	07118419
Date of Birth	19-03-1990
Age	36 Years
Date of First Appointment on the Board	20th October, 2020
Qualification	M.Tech in (Biotechnology) with Post graduate diploma in Business law and entrepreneurship. Solid Waste Management Planning Certification from UNESCOs
Brief Resume, Experience and Expertise in Functional Area	As a seasoned professional he has been instrumental in carrying various in-house R&D activities. He drives a team for developing training modules, and implementing workshops for officials, consultants and other stakeholders in the waste management sector Since 2016, he has been also heading new Technology development team and Operation department of the Company. He played a key role in the development of the decentralization of the bio-gas technology.
Terms and Conditions of Re-appointment	Mr. Yashas Bhand was re-appointed as whole-time director for a period of 3 (Three) years with effect from October 01, 2025 to September 30, 2028.
Number of Meetings of the Board attended during the FY 2025-2026	7(Seven)
Remuneration last drawn	Rs.24 lacs for FY 2025-2026
Remuneration sought to be paid	Mr. Yashas Bhand is entitled to receive remuneration upto such limit and on such terms and conditions as approved by the members of the Company vide special resolution dated September 11, 2025.

List of Listed Companies and/or Bodies Corporate in which Directorships Held	Mr. Yashas Bhand does not hold any directorship in the other Listed Company. Details of other companies and body corporates are as under: 1. Solapur Bioenergy Systems Private Limited 2. Organic Waste (India) Private Limited 3. Pune Urban Recyclers Private Limited 4. Meerut Bio-Energy Systems Private Limited 5. Five Elements Environment Ventures Private Limited 6. Five Elements Research Foundation
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is inter Se relationship between Mr. Yashas Bhand with Mr. Sarang Bhand and Mrs. Janaki Sarang Bhand.
Listed entities from which the Director has resigned in the past three years	NIL