DESCO INFRATECH LIMITED

An ISO 9001:2015 Co.
CIN No. L45201GJ2011PLC063710

07th September 2026

To
The Manager- Listing Department,
BSE Limited
P.J. Towers, Dalal Street, Fort,
Mumbai- 400001, Maharashtra, India.

Scrip ID/Code: DESCO/544387

Subject: Notice of 15th Annual General Meeting of Members of the Desco Infratech Limited

Respected Sir/ Madam,

We wish to inform that the Fifteenth (15th) Annual General Meeting of the members of Desco Infratech Limited will be held on Wednesday, 30th September, 2026 at 02:00 p.m. IST through Video Conferencing ("VC") facility/Other Audio-Visual Means ("OAVM"), in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all the relevant circulars issued from time to time, by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

The Notice of AGM is also available on the Company's website at www.descoinfra.co.in.

We request you to kindly take the same on record and disseminate the same on your website.

Thank You!

Yours faithfully,

For DESCO INFRATECH LIMITED

TRIPTI GAGGAR

Digitally signed by TRIPTI GAGGAR
DN: C=IN, O=Personal, T=6870,
OID.2.5.4.65=86622d996a5d43d785e9200e46a49841
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Phone=753b0037279536aa8ce2aae7a824068f028404
6ac7c920de4baf798d5194edd0, PostalCode=380015,
S=Gujarat,
SERIALNUMBER=ff560e0f19f9ff9c9c3e58c960ccb1df
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Reason: I am the author of this document
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CS Tripti Gaggar
Company Secretary & Compliance Officer

DESCO INFRATECH LIMITED

Notice is hereby given that the 15th Annual General Meeting ('AGM') of the Members of Desco Infratech Limited will be held on Wednesday, 30th September 2026, at 2.00 p.m. through Video Conferencing ('VC') or other audio-visual means ('OAVM'), to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements for the Period Ended 31st March, 2026

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon.

Item No. 2 - Reappointment of Mr. Pankaj Pruthu Desai (DIN: 03344685) as a Managing Director, liable to retire by rotation

To Re-appoint a director in place of Mr. Pankaj Pruthu Desai (DIN: 03344685), who retires by rotation and, being eligible, offers himself for reappointment.

"**RESOLVED THAT** pursuant to the provisions of section 152 and any other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Pankaj Pruthu Desai (DIN: 03344685), who retires by rotation, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Managing Director."

SPECIAL BUSINESS

Item No. 3 - Regularization of Mr. Shailesh Kalidas Naik (DIN: 06546482) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions and rules made under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Shailesh Kalidas Naik (DIN: 06546482), a Non-Executive Additional Independent Director of the Company, who has given his consent and has submitted a declaration that he meets the criteria for being appointed as Independent Director under section 149(4) of the Act and as recommended by the Nomination and Remuneration Committee and appointed by the Board of Directors as an Additional Independent Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby regularized as an Independent Director of the Company for his first term of 5 years w.e.f. July 1, 2026, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

Item No. 4 - Increase in Borrowing Powers of the Board under Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporates, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding ₹ 150.00 Crores (Rupees One Hundred and Fifty Crores Only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

Item No. 5 - To Approve Powers of Board under Section 180(1)(a) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge/ mortgage/ pledge/ hypothecation/ security in addition to existing charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s). Agent(s) and Trustee(s), for securing the borrowings of the company availed/ to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities in the nature of debt securities issued/to be issued by the company (comprising fully/ partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/ or floating rate notes / bonds or other debt instruments), to be issued by the Company (hereinafter termed 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed ₹ 150.00 Crores (Rupees One Hundred and Fifty Crores Only) (apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company."

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the Company and the lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

Item No. 6 - Authorization under Section 185 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section (2) of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding ₹ 30 Crores (Rupees Thirty Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorized to finalise, sign and execute all such agreements, documents and writings as may be required and to do all such acts, deeds and things as may be necessary to give effect to this resolution, including making necessary entries in the statutory registers and filings, if any."

<u>Item No. 7</u> - Authorization under Section 186 of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the Members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to (a) give any loan to any person(s) or other body corporate(s) (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 60.00 Crores (Rupees Sixty Crores Only) outstanding at any time, notwithstanding that the individual / aggregate of the loans or guarantees or securities, so given or to be given and/or securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 read with rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."

<u>Item No. 8</u> - Approval of Related Party Transactions with Desco Bio Green Private Limited

To consider and if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution**.

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions with Desco Bio Green Private Limited for the sale of services, up to an aggregate value not exceeding ₹ 30 Crores (Rupees Thirty Crores only) in any financial year, on such terms and conditions as may be mutually agreed upon between the Company and Desco Bio Green Private Limited, provided that such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to negotiate, finalise, vary and execute contracts, agreements or arrangements with Desco Bio Green Private Limited and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

<u>Item No. 9</u> - Approval of Related Party Transactions with Shri Green Agro Energies Private Limited

To consider and if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution**.

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions with Shri Green Agro Energies Private Limited for the sale of services, up to an aggregate value not exceeding ₹ 30 Crores (Rupees Thirty Crores only) in any financial year, on such terms and conditions as may be mutually agreed upon between the Company and Shri Green Agro Energies Private Limited, provided that such transactions shall be carried out in the ordinary course of business and on an arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorised to negotiate, finalise, vary and execute contracts, agreements or arrangements with Shri Green Agro Energies Private Limited and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

Item No. 10 – Approval for Payment of Commission to Mr. Pankaj Pruthu Desai (DIN: 03344685), Managing Director of the Company

To consider and if thought fit, to pass the following Resolution, with or without modification, as **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, consents, sanctions and permissions as may be required, consent and approval of the Members of the Company be and is hereby accorded for payment of commission to Mr. Pankaj Pruthu Desai (DIN: 03344685), Managing Director of the Company, at the rate of 1% (One Percent) of the total turnover of the Company for each financial year, with effect from 1st October, 2026, in consideration of his expertise, know-how, business knowledge, intellectual contribution and other resources made available for the benefit and development of the Company.

RESOLVED FURTHER THAT such increase in commission amount payable may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

RESOLVED FURTHER THAT the commission shall be calculated on the total turnover of the Company for the relevant financial year and shall be payable annually after finalization of the annual accounts of the Company, subject to applicable statutory deductions, taxes and compliances.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and administer the manner and timing of payment of such commission and to enter into, execute and deliver such agreements, deeds, documents and instruments as may be necessary or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient, including making necessary filings and obtaining requisite approvals, consents and permissions, for giving effect to this resolution."

Item No. 11 – Approval of revision in Remuneration of Mr. Malhar Pankaj Desai, Whole-Time Director (DIN: 07293599) of the Company

To consider and if thought fit, to pass the following Resolution, with or without modification, as **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, consents, sanctions and permissions as may be required, consent and approval of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Malhar Pankaj Desai, Whole-time Director (DIN: 07293599), with effect from 1st October, 2026, on the following terms and conditions:

1. Remuneration: Fixed remuneration of ₹1,45,000/- (Rupees One Lakh Forty-Five Thousand only) per month, payable may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

2. Perquisites: As per the Company's rules, subject to an overall ceiling under Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, modify or revise the terms and conditions relating to the remuneration, perquisites and other benefits payable to Mr. Malhar Pankaj Desai, within the overall limits prescribed under the Act, Schedule V thereto and the SEBI LODR Regulations, as may be mutually agreed and considered appropriate by the Board, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings and obtaining such approvals, consents or permissions as may be required."

Item No. 12 – Approval of revision in Remuneration of Mr. Samarth Pankaj Desai, Director (DIN: 08019677) of the Company

To consider and if thought fit, to pass the following Resolution, with or without modification, as **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, consents, sanctions and permissions as may be required, consent and approval of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Samarth Pankaj Desai, Director (DIN: 08019677), with effect from 1st October, 2026, on the following terms and conditions:

1. Remuneration: Fixed remuneration of ₹1,35,000/- (Rupees One Lakh Thirty-Five Thousand only) per month, payable may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

2. Perquisites: As per the Company's rules, subject to an overall ceiling under Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary, modify or revise the terms and conditions relating to the remuneration, perquisites and other benefits payable to Mr. Samarth Pankaj Desai, within the overall limits prescribed under the Act, Schedule V thereto and the SEBI LODR Regulations, as may be mutually agreed and considered appropriate by the Board, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings and obtaining such approvals, consents or permissions as may be required."

For and on behalf of the Board of Directors
DESCO INFRATECH LIMITED

Sd/-
CS TRIPTI GAGGAR
Company Secretary & Compliance Officer
M No.: A79044

Date: 07-09-2026
Place: Surat

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. 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.

3. 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.descoinfra.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

The remote e-voting period begins on Sunday, 27th September 2026 at 09:00 A.M. and ends on Tuesday, 29th September 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. 23rd September 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 23rd September 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 SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 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. 2. 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. 3. 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 4. 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. 5. 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 above mentioned 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. 1800-21-09911

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

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

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

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mdbaid@gmail.com 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 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 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@descoinfra.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@descoinfra.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

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

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Shailesh Kalidas Naik (DIN: 06546482) was appointed as Additional Non-Executive Independent Director of the Company for a first term of five consecutive years commencing from July 01, 2026 subject to approval of the Shareholders.

Mr. Shailesh Kalidas Naik is a seasoned professional with extensive experience in the fields of urban infrastructure, utility management, and municipal administration. He possesses over a decade of leadership experience in the energy and public utility sector, having served as Director (Commercial) at Vadodara Gas Limited, where he played a pivotal role in the expansion of the City Gas Distribution (CGD) network, including the development of CNG stations, District Regulating Stations (DRS), and steel and MDPE pipeline infrastructure.

Throughout his distinguished career, Mr. Naik has held key leadership positions in the Vadodara Municipal Corporation, overseeing diverse functional areas such as water supply, city bus operations, fleet and asset management, solid waste management, sewage treatment, medical waste management, and municipal infrastructure. He has successfully led several strategic initiatives aimed at improving operational efficiency, strengthening public utility services, and enhancing urban infrastructure.

Mr. Naik has also contributed significantly to municipal governance reforms and heritage conservation initiatives by driving administrative improvements and promoting the preservation of the city's cultural heritage.

With his rich experience in infrastructure development, utility operations, commercial management, and public administration, Mr. Naik brings valuable strategic and operational expertise that will contribute significantly to the Company's growth and long-term business objectives.

Mr. Shailesh Kalidas Naik is interested in the resolution set out in item No. 3 of the notice with regard to his appointment. Relatives of Mr. Naik may be deemed to be interested in the resolution to the extent of their shareholding interest, if any in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing regulations. As per regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment/reappointment of independent director is subject to approval of shareholders by way of Special Resolution.

The Board recommends the **Special Resolution** as set out at Item No. 3 of the Notice for approval by members.

ITEM NO. 4 AND 5

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Accordingly, the Board of Directors proposes the limit under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 and seeks approval of the Members to empower the Board to exercise the power under that Sections up to amount which is not exceeding ₹ 150.00 Crores (Rupees One Hundred and Fifty Crores Only).

The above proposals are in the interest of the Company and the Board recommends the Resolutions as set out at Item Nos. 4 & 5 for approval by the members of the Company by way of **Special Resolutions** with or without modifications.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item Nos. 4 & 5 of the accompanying notice except to the extent of their shareholdings in the Company.

ITEM NO. 6

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to, or give any guarantee or provide any security in connection with any loan taken by:

(a) any director of the company, or of a company which is its holding company, or any partner or relative of any such director; or
(b) any firm in which any such director or relative is a partner.

However, pursuant to Section 185(2) of the Act, a company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested, subject to, inter alia, the following conditions:

(a) the Company has obtained the approval of its members by way of a Special Resolution; and
(b) the loans, guarantees or securities are utilised by the borrowing entity for its principal business activities.

The Company proposes to provide financial assistance by way of loans and/or guarantees and/or securities, as may be required, to the following entities, for their business expansion, working capital requirements and other general business purposes:

Sr. No.	Name of the Entity	Relationship with the Company	Proposed Limit
1.	Shri Green Agro Energies Private Limited	Subsidiary Company (75%)	₹ 10 Crore
2.	Desco Bio Green Private Limited	Wholly Owned Subsidiary	₹ 10 Crore
3.	Desco Global FZ-LLC	Wholly Owned Subsidiary	₹ 10 Crore

The proposed financial assistance is intended to support the above entities in meeting their business expansion requirements, working capital requirements and other general and bona fide business requirements, and is expected to facilitate the overall growth and business objectives of the Company and its subsidiaries.

The proposed loans, guarantees and/or securities, as the case may be, shall be utilised by the respective entities strictly for their principal business activities and shall be subject to such terms and conditions, including tenure, interest, security, repayment and other commercial terms, as may be determined by the Board of Directors of the Company from time to time, in accordance with applicable provisions of the Act and other applicable laws.

Accordingly, in terms of Section 185(2) of the Act, approval of the members by way of a Special Resolution is being sought to enable the Company to provide loans and/or guarantees and/or securities in connection with loans availed by the aforesaid entities, up to the respective limits specified above.

The Board of Directors, at its meeting held on 5th September 2026, considered and approved the proposal and recommends the **Special Resolution** set out at Item No. 6 of the accompanying Notice for approval by the members.

Except to the extent of their respective shareholding, if any, in the aforesaid entities and/or the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.
The proposed resolution is accordingly placed before the members for their approval by way of a Special Resolution.

ITEM NO. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of ₹ 60.00 Crores (Rupees Sixty Crores Only), as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company by way of **Special Resolution** with or without modifications.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 7 of the accompanying notice, except to the extent of their shareholdings in the Company.

ITEM NO. 8

Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires the approval of shareholders where the value of transactions with a related party exceeds the prescribed threshold limits.

The Company proposes to enter into transactions with Desco Bio Green Private Limited, a related party, for sale of services, up to an aggregate value of ₹ 30 Crores in any financial year.

Although such transactions are in the ordinary course of business and at arm's length price, since the transaction value may exceed the limits prescribed under Rule 15(3), approval of the members is being sought by way of ordinary resolution.

The Audit Committee and the Board of Directors have considered and approved the proposed transactions and recommend the same for approval of the members.

Information required under Rule 15(3):

1. **Name of Related Party:** Desco Bio Green Private Limited
2. **Name of Director/KMP related:** Pankaj Pruthu Desai, Mr. Malhar Desai and Mr. Samarth Desai
3. **Nature of Relationship:** Wholly Owned Subsidiary.
4. **Nature, duration and particulars of the contract/arrangement:** Sale of services on an ongoing basis
5. **Material terms of the contract/arrangement:** Transactions at arm's length basis in the ordinary course of business
6. **Value of the transactions:** Up to ₹ 30 Crores per financial year
7. **Any advance paid/received:** Nil
8. **Manner of determining the pricing:** At arm's length price comparable with prevailing market conditions

The Board recommends the resolution as set out in Item No. 8 of this Notice as an **Ordinary Resolution** for approval of the members.

Mr. Pankaj Pruthu Desai, Managing Director, and Mr. Malhar Pankaj Desai, Whole-Time Director and Mr. Samarth Pankaj Desai, Director of the Company are interested in the proposed resolution.

ITEM NO. 9

Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires the approval of shareholders where the value of transactions with a related party exceeds the prescribed threshold limits.

The Company proposes to enter into transactions with Shri Green Agro Energies Private Limited, a related party, for sale of services, up to an aggregate value of ₹ 30 Crores in any financial year.

Although such transactions are in the ordinary course of business and at arm's length price, since the transaction value may exceed the limits prescribed under Rule 15(3), approval of the members is being sought by way of ordinary resolution.

The Audit Committee and the Board of Directors have considered and approved the proposed transactions and recommend the same for approval of the members.

Information required under Rule 15(3):

1. **Name of Related Party:** Shri Green Agro Energies Private Limited
2. **Name of Director/KMP related:** Pankaj Pruthu Desai, Mr. Malhar Desai and Mr. Samarth Desai
3. **Nature of Relationship:** Subsidiary Company.
4. **Nature, duration and particulars of the contract/arrangement:** Sale of services on an ongoing basis
5. **Material terms of the contract/arrangement:** Transactions at arm's length basis in the ordinary course of business
6. **Value of the transactions:** Up to ₹ 30 Crores per financial year
7. **Any advance paid/received:** Nil
8. **Manner of determining the pricing:** At arm's length price comparable with prevailing market conditions

The Board recommends the resolution as set out in Item No. 9 of this Notice as an **Ordinary Resolution** for approval of the members.

Mr. Pankaj Pruthu Desai, Managing Director, and Mr. Malhar Pankaj Desai, Whole-Time Director and Mr. Samarth Pankaj Desai, Director of the Company are interested in the proposed resolution.

ITEM NO. 10

The Members are informed that Mr. Pankaj Pruthu Desai is the Founder, Chairman and Managing Director of the Company, has been associated with the Company in a leadership capacity and has contributed significantly towards its business operations, growth, strategic development and overall management. His present remuneration, as approved by the Board of Directors, is ₹1,80,000 per month along with commission at the rate of 0.3% of the turnover of the Company.

He possesses more than 35 years of hands-on experience in the fields of City Gas Distribution, pipeline infrastructure, project management and business development in the energy sector. Over the years, he has played a significant role in shaping the Company's business operations, strategic direction and growth.

As the principal promoter of the Company, Mr. Desai has been instrumental in driving the corporate vision and long-term strategic planning of the Company, expanding its business and client base, overseeing pipeline and City Gas Distribution projects, and formulating policies and governance frameworks. His responsibilities also include financial planning and capital allocation, regulatory coordination, statutory and regulatory compliance, and overall management of the Company's affairs.

During the last two financial years, the Company has witnessed substantial growth in its business operations and profitability. The Company's turnover increased from ₹ 29.39 crore in FY 2023-24 to ₹ 118.61 crore in FY 2025-26, representing an overall growth of approximately 303.57% over the two-year period. Similarly, the Company's profit increased from ₹ 3.32 crore in FY 2023-24 to ₹ 16.38 crore in FY 2025-26, representing an overall growth of approximately 393.37%. The significant and sustained growth in turnover and profitability demonstrates the Company's strong business performance and expansion during the period and reflects the effective strategic leadership, business development initiatives and overall management of the Company.

His extensive experience in the energy and infrastructure sector, coupled with his strategic leadership, business development capabilities, project management expertise and understanding of regulatory and compliance matters, has contributed significantly to the Company's business development and long-term growth.

In view of the foregoing growth in the Company's turnover and profitability, coupled with Mr. Pankaj Pruthu Desai's extensive experience of more than 35 years, continued involvement in strategic decision-making, business development, project execution and overall management of the Company, the Board considers that the proposed enhancement in commission is commensurate with the scale of the Company's operations, his increased responsibilities and his contribution towards the sustained growth and performance of the Company.

In view of his extensive experience, responsibilities, continued contribution to the growth and development of the Company, and the value of his leadership and strategic guidance, the Board considers it appropriate and in the interest of the Company to revise the commission payable to Mr. Pankaj Pruthu Desai. Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the payment of commission to Mr. Pankaj Pruthu Desai at the rate of 1% (One Percent) of the total turnover of the Company for each financial year, with effect from 1st October, 2026.

The proposed commission may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

The commission shall be calculated on the total turnover of the Company for the relevant financial year and shall be payable annually after finalization of the annual accounts of the Company, subject to applicable statutory deductions, taxes and compliances.

The proposed commission is intended to appropriately recognize and compensate Mr. Pankaj Pruthu Desai for his expertise, know-how, intellectual contribution, business acumen and other valuable contributions made towards the growth and development of the Company.

The Board of Directors is of the view that the proposed payment of commission is in the interest of the Company and its Members and is commensurate with the contribution and responsibilities undertaken by Mr. Pankaj Pruthu Desai.

Accordingly, the Board of Directors recommends the **Special Resolution** set out at Item No. 10 of the accompanying Notice for approval of the Members.

Mr. Pankaj Pruthu Desai, Managing Director, being himself and Mr. Malhar Pankaj Desai and Mr. Samarth Pankaj Desai, being relatives of Mr. Pankaj Pruthu Desai are interested in the proposed resolution.

ITEM NO. 11

The Members are informed that Mr. Malhar Pankaj Desai (DIN: 07293599), Whole-time Director of the Company, has been actively associated with the management and affairs of the Company and has been contributing towards the growth, development and overall business operations of the Company.

Considering his experience, expertise, responsibilities, involvement in the business operations and contribution towards the affairs and development of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the revision in remuneration payable to Mr. Malhar Pankaj Desai with effect from 1st October, 2026.

The proposed remuneration shall be as follows:

Name of Director	Designation	Existing Monthly Remuneration	Proposed Monthly Remuneration
Mr. Malhar Pankaj Desai (DIN: 07293599)	Whole-time Director	₹ 1,20,000/-	₹ 1,45,000/-

In addition to the above remuneration, the Director shall be entitled to such perquisites and other benefits as may be provided in accordance with the rules and policies of the Company, subject to the applicable provisions of the Companies Act, 2013, including Sections 197 and 198 read with Schedule V thereto, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed revision in remuneration may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

The Board is of the view that the proposed remuneration is reasonable, commensurate with his duties and responsibilities and is in the best interests of the Company and its Members.

The proposed revision in remuneration is subject to the approval of the Members of the Company by way of Special Resolution and such other approvals, consents or permissions as may be required under the applicable provisions of law.

Accordingly, the Board recommends the **Special Resolution** set out at Item No. 11 of the accompanying Notice for approval of the Members.

Mr. Malhar Pankaj Desai, Whole-Time Director, being himself and Mr. Samarth Pankaj Desai and Mr. Pankaj Pruthu Desai, being relatives of Mr. Malhar Pankaj Desai are interested in the proposed resolution.

ITEM NO. 12

The Members are informed that Mr. Samarth Pankaj Desai (DIN: 08019677), Director of the Company, has been actively associated with the management and affairs of the Company and has been contributing towards the growth, development and overall business operations of the Company.

Considering his experience, expertise, responsibilities, involvement in the business operations and contribution towards the affairs and development of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has proposed the revision in remuneration payable to Mr. Samarth Pankaj Desai with effect from 1st October, 2026.

The proposed remuneration shall be as follows:

Name of Director	Designation	Existing Monthly Remuneration	Proposed Monthly Remuneration
Mr. Samarth Pankaj Desai (DIN: 08019677)	Director	₹ 1,10,000/-	₹ 1,35,000/-

In addition to the above remuneration, the Director shall be entitled to such perquisites and other benefits as may be provided in accordance with the rules and policies of the Company, subject to the applicable provisions of the Companies Act, 2013, including Sections 197 and 198 read with Schedule V thereto, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed revision in remuneration may exceed the limits specified in Section 197 and Schedule V of the Act and SEBI LODR Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the duration of his term of office, the remuneration comprising Basic salary, perquisites and allowances and benefits, as approved herein be paid as minimum remuneration to the said Director and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the SEBI LODR Regulations, as may be applicable.

The Board is of the view that the proposed remuneration is reasonable, commensurate with his duties and responsibilities and is in the best interests of the Company and its Members.

The proposed revision in remuneration is subject to the approval of the Members of the Company by way of Special Resolution and such other approvals, consents or permissions as may be required under the applicable provisions of law.

Accordingly, the Board recommends the **Special Resolution** set out at Item No. 12 of the accompanying Notice for approval of the Members.

Mr. Samarth Pankaj Desai, Director, being himself and Mr. Malhar Pankaj Desai and Mr. Pankaj Pruthu Desai, being relatives of Mr. Samarth Pankaj Desai are interested in the proposed resolution.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Details of Director seeking appointment /re-appointment/regularization at the Annual General Meeting

Name	Pankaj Pruthu Desai	Shailesh Kalidas Naik
Director Identification Number (DIN)	03344685	06546482
Date of Birth	20-09-1963	25-05-1965
Date of Appointment in Board	20-08-2024	01-07-2026
Brief Profile	Mr. Pankaj Desai is the Founder, Chairman and Managing Director of Desco Infratech Limited, India, with more than eighteen years of hands-on experience in the City Gas Distribution, pipeline infrastructure, project management and energy sector business development. He has been instrumental in providing strategic direction to the Company and has played a key role in its overall growth and development.	Mr. Shailesh K. Naik is a seasoned professional with extensive experience in the fields of urban infrastructure, utility management, and municipal administration. He possesses over a decade of leadership experience in the energy and public utility sector, having served as Director (Commercial) at Vadodara Gas Limited, where he played a pivotal role in the expansion of the City Gas Distribution (CGD) network, including the development of CNG stations, District Regulating Stations (DRS), and steel and MDPE pipeline infrastructure. Throughout his distinguished career, Mr. Naik has held key leadership positions in the Vadodara Municipal Corporation, overseeing diverse functional areas such as water supply, city bus operations, fleet and asset management, solid waste management, sewage treatment, medical waste management, and municipal infrastructure. He has successfully led several strategic initiatives aimed at improving operational efficiency, strengthening public utility services, and enhancing urban infrastructure. Mr. Naik has also contributed significantly to municipal governance reforms and heritage conservation initiatives by driving administrative improvements and promoting the preservation of the city's cultural heritage.

Expertise in specific **functional areas**	His areas of expertise include strategic leadership, corporate governance, business development, project planning, policy formulation, risk and compliance, client acquisition and regulatory management. He has extensive experience in strategic planning, regulatory coordination, financial management and corporate governance. As part of his leadership responsibilities, he oversees the corporate vision and long-term strategic planning, client acquisition and market expansion, policy and governance framework, pipeline and City Gas Distribution projects, financial planning and capital allocation, and statutory and regulatory compliance.	Mr. Shailesh K. Naik possesses extensive expertise in Urban Infrastructure, City Gas Distribution (CGD), Utility Management and Municipal Administration. He has significant experience in the energy and public utility sector, particularly in the development and expansion of CGD infrastructure, including CNG stations, District Regulating Stations (DRS), and steel and MDPE pipeline networks. His functional expertise also encompasses water supply management, city bus operations, fleet and asset management, solid waste management, sewage treatment, medical waste management and municipal infrastructure. He has demonstrated strong capabilities in operational management, public utility service improvement, infrastructure development and administrative reforms. Mr. Naik further possesses expertise in municipal governance, strategic planning, operational efficiency and heritage conservation, with experience in driving initiatives aimed at strengthening public utility services and enhancing urban infrastructure.
Member/Chairperson of the Committees of the Company	Member of Stakeholder's Relationship Committee	1. Member of Nomination and Remuneration Committee 2. Chairman of Stakeholder's Relationship Committee
Directorship held in Other companies	1. Desco Bio Green Private Limited 2. Shri Green Agro Energies Private Limited	1. Perigon Infratech Private Limited 2. Naveriya Gas Private Limited
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	-	-
Number of shares held in the Company	23,97,354 Equity Shares of ₹10/- Each	-

Remuneration drawn	₹ 1,80,000 per month	NA
Relationship with other directors, manager and key managerial personnel of the Company	Relative of Mr. Malhar Pankaj Desai and Mr. Samarth Pankaj Desai	NA
Number of Meetings of the Board attended during the year	18	NA