NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DIVYADHAN RECYCLING INDUSTRIES LIMITED WILL BE HELD ON MONDAY,28th SEPTEMBER, 2026 AT 3:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED ON MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND STATUTORY AUDITORS THEREON:**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Standalone Financial Statement comprising of Profit & Loss Account for the year ended 31st March, 2026, Balance Sheet of the Company as at 31st March, 2026, Cashflow statement as on 31st March, 2026 together with the Schedules and Notes annexed thereto and Report of the Directors and Auditors thereon be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. PRATIK PRAMOD GUPTA (DIN: 06576759), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

   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, if any, of the Companies Act, 2013, Mr. Pratik Pramod Gupta (DIN: 06576759), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

3. **TO APPROVE THE APPOINTMENT OF M/S MAPSS & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY:**

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

   "RESOLVED THAT, pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force M/S MAPSS & Co., Chartered Accountants, (Firm Registration No. 012796C) having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company for the 5 consecutive Financial Year from 2026-27 to 2030-31 with immediate effect to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2031, at a remuneration as mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT, Directors of the Company be and are hereby jointly and/or severally authorized to file, sign and submit the e-forms and necessary documents with the concerned authorities and to do all such acts, deeds and things may be required to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. **TO APPROVE THE RE-APPOINTMENT OF VS ASSOCIATES, PRACTISING COMPANY SECRETARY AS A SECRETARIAL AUDITORS OF THE COMPANY.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time,[including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of VS Associates, Peer Reviewed Practicing Company Secretary (Peer Review No.: 3578/2023) as the Secretarial Auditors of the Company for a period of five (5) years, commencing from Financial Year 2026-27 till Financial Year 2030-31, to conduct the Secretarial Audit and to furnish the Secretarial Audit Report for the aforesaid period.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT, Directors of the Company be and are hereby jointly and/or severally authorized to file, sign and submit the e-forms and necessary documents with the concerned authorities and to do all such acts, deeds and things may be required to give effect to the foregoing resolution."

5. **REGULARIZATION OF MR. UMESH GUPTA AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee, Mr. Umesh Gupta (DIN: 11786539) be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from this AGM, wherever required under the applicable provisions of the Companies Act, 2013, the rules made thereunder, and any other applicable laws or regulations.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

By Order of the Board of Directors
Divyadhan Recycling Industries Limited

Varun Gupta
(Managing Director)
DIN: 00471296
Address: B-1703, Omaxe Forest SPA,
Noida Sector 93B, Noida,
Gautam Buddha Nagar,
Uttar Pradesh - 201301

Place: Noida
Date: 25.08.2026

NOTES:

1. **Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020 and 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020 and September 19, 2024 and September 22, 2025 respectively, 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/ AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue.**

   In compliance with applicable provisions of the Act read with MCA circulars and SEBI Circular, the 16th Annual General Meeting of the Company is being conducted through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/ OAVM facility, the Route Map is not annexed to this notice.

2. **Since this AGM is being held pursuant to the Circulars through VC/ OAVM, 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 Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting.**

3. **The Members are requested to join the ensuing 16th AGM in the VC/OAVM mode 30 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 a 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 ensuing AGM without restriction.**

4. **The attendance of the Members attending the 16th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.**

5. **In line with the Ministry of Corporate Affairs (MCA) Circular collectively, the Notice calling the 16th AGM along with Annual report and other relevant documents has been uploaded on the website of the Company at**

www.divyadhan.in. The Notice along with Annual Report can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice and Annual report is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

6. **Corporate Members intending to send their authorized representative to attend the Meeting are requested to submit a duly certified copy of the Board Resolution/ Power of Attorney/other valid authority, authorizing their representative to attend and vote along with specimen signature of Authorized representative(s) by e-mail to cs@divyadhan.in before the commencement of the AGM.**

7. **The Company has received the requisite consent/declarations for the appointment under the Companies Act, 2013 and the rules made thereunder.**

8. **An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the AGM as set out in this notice is annexed hereto.**

9. **In case of joint holders attending the 16th AGM, the member whose name appears as the first holder in the order of names as per Register of Member will be entitled to vote, provided the votes are not already cast by remote e-voting.**

10. **All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during the Business hours on all working days except Saturday and Sunday up to the date of an Annual General Meeting.**

11. **Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at email address:** cs@divyadhan.in **on or before 15th September, 2026. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

12. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3(three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speaker and number of questions depending on the availability of time for the AGM.**

13. **For receiving all communication (including Notice) from the Company electronically:**

A. **Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at cs@divyadhan.in. or to the Company's RTA at info@skylinerta.com.**

B. **Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.**

14. **Members will be able to attend the 16th AGM through VC/ OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available.**

15. **To prevent fraudulent transactions, members are advised to intimate immediately any change in their address to Company's Registrar and Share Transfer Agents Skyline Financial Services Pvt Ltd D-153 A, 1st Floor, Okhla Industrial Area, Phase 1, New Delhi- 110020 Tel 11-40450193-97 Fax No. +91-11-26812683. Members holding shares in the electronic form are advised to inform change in address directly to their respectively depository participants.**

16. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and KYC details and nomination details by every participant in securities market. Members are requested to update the said details against folio/demat account.**

17. Remote e-voting Facility: -

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read along 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 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') will be provided by Central Depository Securities (India) Limited (CDSL).

b. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 21.09. 2026.

c. The members who have cast their vote by remote e-voting may also attend the

Meeting but shall not be entitled to cast their vote again.

d. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on 21.09. 2026 (cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.

e. Ms. Arpana Nassa, Partner of M/s. VS Associates., Peer Reviewed Practicing Company Secretary (COP: 25403, M. No. FCS: 11994 and Peer Review No.: 3578/2023) has been appointed as a Scrutinizer for conducting the remote e-voting and voting through video conferencing in fair and transparent manner.

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

The remote e-voting period begins on 25.09.2026 at 9:00 A.M. and ends on 27.09.2026, at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

December 9, 2020, 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 the 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 CDSL Depository	**1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.** **2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly.** **3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.** **4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.**
Individual Shareholders holding securities in	**1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal**

demat mode with NSDL.	**Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.** **2. If the user is not registered for IDeAS e-Services, option to register is available at <u>https://eservices.nsdl.com.</u> Select "Register Online for IDeAS "Portal or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>** **3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting** **4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will Internal have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re directed to e-Voting service provider website for casting your vote during**

	the remote e-Voting period or joining virtual meeting & voting during the meeting. NSDL Mobile App is available on App Store Google Play
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.co.in or call at 022-4886 7000 and 022 - 2499 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

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

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

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

2. Click on “Shareholders” module.

3. 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***

4. Enter the Image Verification code displayed on the screen and click on Login.

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

6. If you are a first-time user, please follow the steps provided in the table below:

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

(ii) After entering these details appropriately, click on "**SUBMIT**".

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

(iv) For shareholders holding shares in physical form, the details entered may only be used for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for **DIVYADHAN RECYCLING INDUSTRIES LIMITED** on which you wish to vote.

(vi) On the voting page, the "**RESOLUTION DESCRIPTION**" will be displayed along with the option to select "**YES"** or "**NO**". Selecting YES indicates assent to the resolution; selecting NO indicates dissent.

(vii) Click on the "**RESOLUTIONS FILE LINK**" to view the complete details of the resolution.

(viii) After selecting the resolution, you wish to vote on, click on "**SUBMIT**". A confirmation box will be displayed. Click "**OK**" to confirm your vote or "**CANCEL**" to modify it.

(ix) Once you "**CONFIRM**" your vote, you will not be permitted to modify it.

(x) You may take a print of the votes cast by clicking on "**CLICK HERE TO PRINT**" on the Voting page.

(xi) If a demat account holder has forgotten the login password, enter the User ID and image verification code and click on 'Forgot Password' and follow the prompts.

(xii) There is an optional provision to upload Board Resolution/Power of Attorney (BR/POA), which will be made available to the Scrutinizer for verification.

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

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; varun@divyadhan.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@divyadhan.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@divyadhan.in. These queries will be replied to by the company suitably by email.

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

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

The results declared along with the report of the Scrutinizer will be placed on the website of the Company i.e. www.divyadhan.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to National Stock Exchange of (India) Ltd, Mumbai.

Mr. Varun Gupta, Managing Director (DIN 00471296) of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details and Address: Registered Office of Company, i.e 803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai - 400 072, Maharashtra, India, Telephone No.: 89284 34702 E-mail: cs@divyadhan.in;

By Order of the Board of Directors
Divyadhan Recycling Industries Limited

Varun Gupta
Managing Director
DIN: 00471296
Address: B-1703, Omaxe Forest SPA,
Noida Sector 93B, Noida,
Gautam Buddha Nagar,
Uttar Pradesh - 201301

Place: Noida
Date: 25.08.2026

Explanatory Statement
(Pursuant to Section 102(1) of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

ITEM NO. 4: RE-APPOINTMENT OF VS ASSOCIATES, PRACTISING COMPANY SECRETARY, AS SECRETARIAL AUDITORS OF THE COMPANY

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the rules made thereunder, the Board of Directors of the Company, at its meeting held on 17th April, 2026, approved the appointment of VS Associates, Practising Company Secretaries (Peer Review Certificate No. 3578/2023), as the Secretarial Auditor of the Company, subject to the approval of the members.

The proposed appointment shall be effective from 28.09.2026 and shall be for a period of five (5) consecutive financial years commencing from Financial Year 2026-27 and ending with Financial Year 2030-31, subject to the approval of the members of the Company.

VS Associates has conveyed its consent to act as the Secretarial Auditor of the Company and has confirmed that its appointment, if approved by the members, would be in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. The firm has also confirmed that it holds a valid Peer Review Certificate.

VS Associates is a firm of Practising Company Secretaries having experience in providing secretarial, compliance and regulatory advisory services, with a focus on business excellence and regulatory compliance.

None of the Promoters, Directors, Key Managerial Personnel (KMPs) or their respective relatives, forming part of the Promoter Group of the Company, have any concern or interest, financial or otherwise, in the proposed appointment of VS Associates as the Secretarial Auditor of the Company.

ITEM NO. 5: REGULARISATION OF MR. UMESH GUPTA (DIN: 11786539) AS A NON-EXECUTIVE DIRECTOR

The Board of Directors of the Company, at its meeting held on 02nd July, 2026, appointed Mr. Umesh Gupta (DIN: 11786539) as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. In terms of the said provisions, Mr. Umesh Gupta holds office up to the date of this Annual General Meeting.

The Board noted that Mr. Umesh Guupta has rich experience in business, strategy, as more particularly set forth in his profile. Considering the qualifications, experience, expertise and valuable guidance provided by Mr. Umesh Gupta, the Board is of the opinion that his continued association as a director would be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item. The Board recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the Members.

The details of the Directors, as required under **Secretarial Standard–2 (SS-2)**, are provided in **Annexure 1** enclosed herewith.

By Order of the Board of Directors
Divyadhan Recycling Industries Limited

Varun Gupta
Managing Director
DIN: 00471296

Place: Noida
Date: 25.08.2026

ANNEXURE 1

The brief profile and other particulars of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including Secretarial Standard-2 on General Meetings ("SS-2"):

Name	**Pratik Pramod Gupta**	**Umesh Gupta**
DIN No.	06576759	11786539
Age	Age 37 years (10th June 1988)	Age 53 Years (31st August, 1973)
Date of Appointment	14/04/2013	29/06/2026
Position held	Executive Director & Chief Financial Officer	Non-Executive Non-Independent Director
Qualification	Master's in Business Law	PGDM in Financial Management
Experience (including expertise in specific functional area) / Brief Resume	He has an experience of around 10 years in Recycled Polymer space.	He has an experience of around 20 years in Operations in various verticals of Organization.
Other Directorship	1. Company name- Medilia Limited CIN- U24299DL2021PLC381855 Designation- Director 2. Company name- Proma Carbons Private Limited CIN- L19201MH2024PTC430645 Designation- Director 3. Company name- Proma Industries Limited CIN- U51101RJ1990PLC005581 Designation- Director 4. Company name- Vinpro Recycletech Private Limited CIN- U22209MH2022PTC391609 Designation- Director 5. Company name- Associated Textile Industries Private Limited CIN- U17200MH2002PTC135575 Designation- Director	Nil

	6. Company name- Proma Greentech Private Limited CIN- U22209GJ1998PTC0	
Shareholding in the Company	49,98,816	Nil
Names of the Listed Companies in which he holds Directorship/ Committee Membership	Director in : Divyadhan Recycling Industries Limited Committee Membership: Nil	Director in: Divyadhan Recycling Industries Limited
Job Profile & Suitability	To Manage and control function of Finance and day to day affairs of Company under the superintendence, control and directions of the Board of Directors of the Company	To Manage and control function of Production Department.
Terms and conditions of reappointment/appointment	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.
Remuneration proposed to be paid	Rs. 2,00,000/- per month	Nil
Name of listed entities from which the person has resigned in the past three years	NIL	Nil
Details of meeting attended and Remuneration last drawn	All the Board meetings held during the year 2025-26. Mr. Pratik Gupta has been appointed as Chief Financial officer on 23/01/2024, he received a remuneration of Rs. 2,00,000 /- per month in financial year 2025-26 in the capacity of CFO and Director.	The Board meeting held on 06th July, 2026.
Disclosure of relationships between directors inter-se;	Not Applicable	Not Applicable