



GEM ENVIRO MANAGEMENT LIMITED

CIN: L93000DL2013PLC247767

Regd. Office: Unit No. 203, Plaza 3, Central Square, Bara Hindu Rao, Delhi -110006
E-mail: info@gemrecycling.com; Website: www.gemrecycling.com; Tel. No.: 011-49068377

NOTICE FOR POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, each as amended]

E-voting Start Date: January 13, 2026

E-voting Last Date: February 11, 2026

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**") (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting, vide General Circular No. 03/2025 dated September 22, 2025 read together with previous circulars issued by MCA in this regard (collectively referred as "MCA Circulars") and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members of GEM Enviro Management Limited ("the **Company**"), by way of postal ballot, only through remote e-voting process.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act and SEBI Listing Regulations, setting out the material facts concerning the said resolution and reasons/ rationale thereof are annexed to this Postal Ballot Notice ("Notice") for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Skyline Financial Services Private Limited, the Registrar and Transfer Agent ("RTA") / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, Regulation 44 of the SEBI Listing Regulations, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

You are requested to carefully read all the instructions given in the notes to this notice. The remote e- voting period commences on **Tuesday, January 13, 2026 at 09:00 a.m. (IST)** and ends on **Wednesday, February 11, 2026 at 5:00 p.m. (IST)**. The remote e-Voting facility will be disabled by CDSL immediately thereafter.



Pursuant to Rule 22 (5) of the Rules, the Board at its meeting held on December 26, 2025, has appointed Mr. Hemant Kumar Sajnani (Membership No. FCS7348, CP No. 14214), Designated partner of HKS & Associates LLP, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") to scrutinize the postal ballot process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer shall submit his report to the Chairman or any other person authorised by him for this purpose, who shall countersign the same. The results of the Postal Ballot shall be announced within the stipulated time under the applicable laws. The said results along with the Scrutinizer's Report shall be placed on the Company's website at <https://gemrecycling.com>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and website of CDSL at www.evotingindia.com.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. ANIL KUMAR BEHL (DIN: 00697588) AS A DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anil Kumar Behl (DIN: 00697588), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company, w.e.f., December 09, 2025 and who holds office upto the date of ensuing General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and submit necessary papers, documents, forms, etc. with the Registrar of Companies, NCT of Delhi and Haryana and/ or any other authority and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in order to give effect to this resolution."

2. APPOINTMENT OF MR. ANIL KUMAR BEHL (DIN: 00697588) AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Rules"), and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the



Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Anil Kumar Behl (DIN: 00697588) as Managing Director, under the category of Key Managerial Personnel of the Company whose office shall be liable to retire by rotation, for the period of three consecutive years, with effect from December 09, 2025 till December 08, 2028, and for the continuance of his employment as Managing Director notwithstanding that he would during such tenure of his appointment attains age of 70 years, without remuneration, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee) be and is hereby authorized to vary/ alter/ modify the terms and conditions of the said appointment, including remuneration, if any, provided however that the total remuneration payable to him shall not at any time exceed the limits prescribed under Schedule V and all other applicable provisions of the Act.

RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to sign, execute and submit necessary papers, documents, forms, etc. with the Registrar of Companies, NCT of Delhi and Haryana and/ or any other authority and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in order to give effect to this resolution and to settle any questions, doubts or difficulties that may arise in this regard without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.

3. APPOINTMENT OF MR. SURESH KUMAR GUPTA (DIN: 00375710) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force) and in accordance with the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, Mr. Suresh Kumar Gupta (DIN: 00375710), who has been appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from December 16, 2025 under Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as Non-Executive Independent Director of the Company, whose office shall not be liable to retire by rotation and to hold office for the term of 5 (five) consecutive years with effect from December 16, 2025 to December 15, 2030 (both days inclusive), on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.



RESOLVED FURTHER THAT any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to sign and submit necessary papers, documents, forms, etc. with the Registrar of Companies, NCT of Delhi and Haryana and/ or any other authority and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in order to give effect to this resolution and to settle any question, difficulty or doubt that may arise in regard thereto."

Date: December 26, 2025

Place: Delhi

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

Registered Office:

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

Sd/-

Tripti Goyal

**Company Secretary and Compliance Officer
Membership No.: ACS73180**



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act, stating material facts concerning the said Resolutions and the reasons thereof are annexed hereto and forms part of this Notice.
2. The information required to be provided under Regulation 36(3) of SEBI Listing Regulations and SS- 2 with respect to Directors seeking appointment/ re-appointment in this Notice are annexed hereto.
3. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA / Depositories as on **Friday, January 02, 2026** ("Cut-off date"). A person who is not a Member/ Beneficial Owner as on the Cut-off Date should treat this Notice for information purposes only.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned below.
5. All the members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID with the Company or RTA or DPs) shall be entitled to vote in relation to the aforementioned resolutions by way of remote e-voting in accordance with the process laid down in this Notice. The Communication of the assent or dissent of the members would take place through the process of remote e-voting.
6. Members may note that the copy of this Notice will also be available on the Company's website at <https://gemrecycling.com>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and website of CDSL at www.evotingindia.com.
7. The remote e- voting period commences on **Tuesday, January 13, 2026 at 09:00 a.m. (IST)** and ends on **Wednesday, February 11, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares as on Cut- off date may cast their vote electronically. The remote e-Voting facility will be disabled by CDSL immediately thereafter.
8. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
9. All the documents referred to in this Notice and Explanatory statement will be available for inspection through electronic mode until the last day of remote e-voting, and may be accessed by sending a request at investors@gemrecycling.com from Member's registered e-mail address mentioning their name, DP ID and Client ID.
10. The Board of Directors of the Company has appointed Mr. Hemant Kumar Sajnani (Membership No. FCS7348, CoP No. 14214), Designated partner of HKS & Associates, LLP, Practicing Company Secretaries, as the scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.



11. After completion of scrutiny of the votes, the Scrutinizer shall submit his report to the Chairman or any other person authorised by him for this purpose, who shall countersign the same, on or before **Friday, February 13, 2026**. The Scrutiniser's decision on the validity of votes cast will be final.
12. The results along with the Scrutinizer's Report, shall be placed on the Company's website at <https://gemrecycling.com> and website of CDSL at www.evotingindia.com. The results shall be simultaneously communicated to the stock exchange i.e. BSE Limited at www.bseindia.com, where the securities of the Company are listed.
13. The resolutions, if passed by the requisite majority shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the last date specified by the company for remote e-voting i.e **Wednesday, February 11, 2026**.

14. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members. The voting period begins on **Tuesday, January 13, 2026 at 09:00 a.m. (IST)** and ends on **Wednesday, February 11, 2026 at 5:00 p.m. (IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, January 02, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 and select 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 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 & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.



	<ol style="list-style-type: none">2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) 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 held 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.4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022- 4886 7000 and 022-2499 7000

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



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

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

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

If you have any queries or issues regarding 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 at toll free no. 1800 21 09911.

Date: December 26, 2025

Place: Delhi

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

Registered Office:

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

Sd/-

Tripti Goyal

**Company Secretary and Compliance Officer
Membership No.: ACS73180**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THIS NOTICE

Item No. 1 & 2:

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee ("NRC"), in their meeting held on Tuesday, December 09, 2025, approved the appointment of Mr. Anil Kumar Behl (DIN: 00697588), as an Additional Director and Managing Director of the Company, who shall holds office for the period of 3 years effective from December 09, 2025 to December 08, 2028 (both days inclusive), subject to the approval of the members of the Company and shall be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Anil Kumar Behl (DIN: 00697588) for appointment as a Managing Director of the Company.

Mr. Anil Kumar Behl, aged 67 years, is a fellow member of the ICAI and possesses over four decades of rich and diverse professional experience. He has been closely associated with businesses focusing on sustainability, environmental consultancy, and responsible business practices.

Mr. Behl has played a pivotal role in advising and building organizations with a strong emphasis on environmental governance, sustainable growth, and long-term value creation. His deep understanding of regulatory frameworks, sustainability initiatives, and strategic business advisory enables him to provide valuable insights at both strategic and operational levels.

The NRC has evaluated the qualifications, expertise, experience, integrity, and capabilities of Mr. Behl and is satisfied that he fulfills the criteria laid down under the Nomination and Remuneration Policy of the Company. The NRC believes his expertise, sterling professional reputation, and proven track record in building and guiding businesses, his association with the Company would be of immense value and has, therefore, recommended his appointment to the Board of Directors.

During the tenure of his proposed appointment, Mr. Behl will attain the age of 70 years. Considering his exceptional professional expertise, extensive experience in sustainability-led businesses and continued active professional engagement, his association is of critical importance to the Company's long-term strategic objectives. Mr. Behl's knowledge, leadership qualities, and forward-looking approach are expected to provide valuable guidance to the Board, particularly in strengthening sustainable and responsible business practices. His continued association will contribute to enhanced governance standards and stakeholder value creation.

The Board, after due consideration, is of the view that Mr. Behl's continued association is in the best interest of the Company and its stakeholders and accordingly recommends his appointment for approval of the members, notwithstanding that he will attain the age of 70 years during the tenure of such appointment.



Mr. Behl will not draw any remuneration from the Company. However, he shall be entitled to the sitting fees of Rs. 5,000/- only for each Board Meeting attended and reimbursement of other expenses paid. Further, the Board of Directors (which term shall be deemed to include NRC) authorized to vary/ alter/ modify the terms and conditions of the said appointment, including remuneration, if any, from time to time. However, the total remuneration payable to him shall not, at any time, exceed the limits prescribed under Schedule V and all other applicable provisions of the Act.

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

- a. Consent in writing to act as a Managing Director of the Company in Form DIR 2;
- b. Intimation in Form DIR 8 that he is not disqualified from being appointed as a Director under Section 164(2) of the Act;
- c. Declaration that he is not debarred from appointment by any order of SEBI order or any other authority.

Further, he has also confirmed that he satisfies the conditions specified in Section 196(3) and Part I of Schedule V of the Act.

The terms as set out in the said Resolution and the Explanatory Statement may be treated as a memorandum of the terms of appointment pursuant to Section 190 of the Act. A copy of the relevant documents related to appointment of Mr. Behl is available for inspection by the members through electronic mode. Members seeking to inspect the same may do so by sending an email to investors@gemrecycling.com .

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

In compliance with the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Act and the rules framed thereunder read with Schedule V of the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Anil Kumar Behl.

Accordingly, the Board of Directors of the Company recommends the Ordinary and Special Resolution as set out at Item No. 1 and 2 respectively of the Notice for approval of the Members of the Company.

Except Mr. Anil Kumar Behl and his relatives, no other Directors, Key Managerial Personnel or their relatives (other than to the extent of their shareholding in the Company) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2 of the Notice.

Item No. 3:

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee (NRC), in their meeting held on Tuesday, December 16, 2025, approved the appointment of Mr. Suresh Kumar Gupta (DIN: 00375710), as an Additional Director in the capacity of Non-Executive Independent Director of the Company, who



shall hold office for the term of 5 consecutive years effective from December 16, 2025 to December 15, 2030 (both days inclusive), subject to approval of the members of the Company and shall not be liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Suresh Kumar Gupta (DIN: 00375710) for appointment as a Non-Executive Independent Director of the Company.

Mr. Suresh Kumar Gupta aged 66 years, is a seasoned Practicing Chartered Accountant with over 40 years of extensive professional experience in the field of accounting, auditing, taxation, and financial advisory services. Throughout his distinguished career, he has advised companies across various sectors and also involved in assisting businesses in their growth and expansion, including strategic planning, financial and investments decision and evaluation of new business opportunities.

The NRC has evaluated his diverse skills, capabilities, extensive expertise and objective approach and concluded that he meets the requirements for the role of Independent Director in accordance with the Nomination and Remuneration policy of the Company. The NRC believes he can contribute effectively to long-term value creation and has therefore recommended his appointment to the Board of Directors.

In the opinion of the Board, Mr. Gupta is a person of integrity, possess relevant expertise/ experience and fulfills the conditions specified in the Act and SEBI Listing Regulations for his appointment as Non- Executive Independent Director and is independent of the management of the Company. Considering his vast knowledge and expertise, his association would be of immense benefit to the Company.

Mr. Gupta fulfils the requirement of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"). He is not related to any other Director of the Company.

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

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

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



A copy of the draft letter of appointment of Mr. Gupta setting out the terms and conditions of his appointment is available for inspection by the members through electronic mode. Members seeking to inspect the same may do so by sending an email to investors@gemrecycling.com .

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

The resolution seeks approval of the shareholders of the Company for appointment of Mr. Suresh Kumar Gupta (DIN: 00375710) as a Non-Executive Independent Director of the Company, for a period of five consecutive years commencing from December 16, 2025 to December 15, 2030 (both days inclusive), and his office shall not be liable to retire by rotation.

Accordingly, the Board of Directors of the Company recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the shareholders of the Company.

Except Mr. Suresh Kumar Gupta and his relatives, no other Directors, Key Managerial Personnel or their relatives (other than to the extent of their shareholding in the Company) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Date: December 26, 2025

Place: Delhi

By the Order of the Board of Directors

GEM Enviro Management Limited

Registered Office:

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

Sd/-

Tripti Goyal

Company Secretary and Compliance Officer

Membership No.: ACS73180



Annexure A

Details of Directors seeking appointment/ re-appointment

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

Name of the Director	Anil Kumar Behl	Suresh Kumar Gupta
Director Identification Number (DIN)	00697588	00375710
Designation and Category of Director	Managing Director	Non- Executive Director (Independent Director)
Date of Birth (Age)	05/07/1958 (67 years)	09/01/1960 (66 years)
Date of first appointment on the Board	He is appointed as an Independent Director on the Board of the Company with effect from 30/09/2023 and consequently resigned on 09/12/2025. Further, he is appointed as Managing Director on the Board of the Company effective from 09/12/2025.	16/12/2025
Qualifications	Chartered Accountant	Chartered Accountant
Terms and conditions of appointment/ re-appointment	As detailed in this notice along with Explanatory statement in Item No. 1 & 2.	As detailed in this notice along with Explanatory statement in Item No. 3.
Number of Board Meetings attended during the year	The Company has conducted 8 Board Meetings during the financial year 2025-26 in which Mr. Behl has attended 5 meetings as Independent Director and 3 meetings as Managing Director.	2
Brief profile and Expertise in specific functional areas	Mr. Anil Kumar Behl is a fellow member of the ICAI and brings extensive experience in businesses focused on sustainability and environmental consultancy. Given his deep knowledge and expertise, his association with the Company would be of immense value and would guide the Company toward becoming a leader in sustainable practices.	Mr. Suresh Kumar Gupta is a seasoned Practicing Chartered Accountant with over 40 years of extensive professional experience in the field of accounting, auditing, taxation, and financial advisory services. Throughout his distinguished career, he has advised companies across various sectors and also involved in



	<p>His sterling reputation, proven track record of success, and over 30 years of experience in building businesses make his inclusion on the Board a highly valuable and welcome step.</p>	<p>assisting businesses in their growth and expansion, including strategic planning, financial and investments decision and evaluation of new business opportunities.</p> <p>His extensive experience and objective approach make him well-suited for appointment as an Independent Director, where he can contribute effectively to long-term value creation.</p>
Remuneration last drawn	Nil	Nil
Remuneration proposed to be paid	Only Sitting Fees and reimbursement of other expenses to be paid.	Only Sitting Fees and reimbursement of other expenses to be paid.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Directorship held in other Companies	<p>1. GEM Green Infra Tech Private Limited 2. Race Eco Chain Limited</p>	<p>1. YS Securities Private Limited 2. The Midland Fruit and Vegetable Products (India) Private Ltd 3. FEXO Consultancy Private Limited</p>
Listed Entities from which the person has resigned as Director in past 3 years	1 Listed Entity (Resigned as Independent Director from GEM Enviro Management Limited)	Nil
Memberships/Chairmanships of committees of the Company (w.e.f. December 16, 2025)	<p>Member in the following committee of the Company:</p> <p>1. Audit Committee 2. Stakeholders Relationship Committee</p> <p>Chairman in the following committee of the Company:</p> <p>1. Corporate Social Responsibility Committee</p>	<p>Member in the following committee of the Company:</p> <p>1. Stakeholders Relationship Committee</p> <p>Chairman in the following committee of the Company:</p> <p>1. Audit Committee 2. Nomination & Remuneration Committee</p>



Memberships/Chairmanships of committees of other companies as on date	Member in the following committees of Race Eco Chain Limited: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee Chairman in the following committee of Race Eco Chain Limited: 1. Corporate Social Responsibility Committee	None
Number of Equity Shares held in the Company as on date	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements/ Justification for choosing the appointees for appointment as Independent Directors	-	As detailed in this notice along with Explanatory statement in Item No. 3.