### **NOTICE OF THE 12TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 12th Annual General Meeting of Namo Ewaste Management Limited will be held on Tuesday, 09th September, 2025 at 04:00 p.m., Indian Standard Time (IST), through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility to transact the following businesses:

#### **ORDINARY BUSINESS**

 Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon

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

**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.

 Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon

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

**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted.

 Re-appointment of Mr. Parikshit Satish Deshmukh (DIN: 08264308), as a director liable to retire by rotation

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

**RESOLVED THAT** Mr. Parikshit Satish Deshmukh (DIN: 08264308), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.

4. Appointment of M/s Anuj Santosh Gupta & Co., artered Accountant as Statutory Auditor 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 139 of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], if any, M/s Anuj Santosh Gupta & Co., Chartered Accountants (FRN. 041609N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of 12th AGM till the conclusion of 17th AGM of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

#### **SPECIAL BUSINESS**

5. Appointment of Secretarial Auditors of the Company

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, P. C. Jain & Company, Practising Company Secretaries (Firm Registration Number: P2016HR051300) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-ofpocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

6. Approval of alteration of Articles of Association 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 14 and other applicable provisions of Companies Act, 2013 and other applicable rules framed thereunder and applicable provisions of SEBI (LODR) 2015, including any modification or re-enactment thereof, consent of the Shareholders be and is hereby accorded to alter the Articles of Association of the Company by inserting following new Article No. 9 after the existing Article No. 8 in AOA of the Company and consequent re-numbering of the clauses in the AOA of the Company:

#### "Article 9 - Issue of Further Securities

Subject to the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), rules made thereunder, and other applicable laws for the time being in force including applicable SEBI Regulations, the Company shall have the power to issue and allot further shares, debentures, Warrants or other securities (whether equity, preference, convertible or non-convertible, secured or unsecured) by way of Right Issue, Employee Stock Option Scheme (ESOP), Further Public Offer (FPO), Preferential Allotment, Private Placement, Qualified Institutional Placement (QIP) etc in favour of any Individual, Employee(s) / officer (s) of the company or its subsidiary, Promoter or Promoter Group, Body Corporate, Financial Institution, Private Equity Fund or Venture Capital Fund etc.

The Committee of the Board of Directors / Board of Directors shall have the power to determine the terms and conditions of all such further issues of securities, subject to prior approval of the shareholders, regulatory authorities, and compliance with applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws."

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

### 7. Approval For Related Party Transactions with Vardhman Sales Agency for FY 2025-26

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

**RESOLVED THAT** pursuant to provisions of Section 188 of the companies act, 2013 and other applicable provisions, if any of the Companies Act, 2013,

rules made thereunder (Including any statutory modification(s), amendment(s) or reenactment thereof) and on the basis of recommendation of Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into the Related Party Transactions as to sale or purchase of goods or availing or rendering services with Vardhman Sales Agency, a related party within the meaning of Companies Act, 2013, up to the aggregate amount of Rs. 20 Cr. (Rupees Twenty Crore only).

**RESOLVED FURTHER THAT** the Board of Directors (including a committee thereof) of the Company be and is hereby authorized to finalize the terms and conditions as to the Related Party Transactions as above and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take such steps as may be required in this connection including finalizing and executing necessary documents, seeking all necessary approval to give effect to this transaction."

### 8. To approve revision in remuneration payable to Non-Executive Director

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

"RESOLVED THAT in supersession of all the earlier resolutions passed for payment of remuneration to Non-Executive Directors and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration to the Non-Executive Directors of the Company for the financial year 2024-25 and thereafter, at an amount not exceeding 5% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the

Company from time to time;

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act;

**RESOLVED FURTHER THAT** the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board For Namo Ewaste Management Ltd.

Date: 13.08.2025 Place: Faridabad

Kumud Mittal
Company Secretary & Compliance Officer
M. No. ACS21813



#### Notes:

- 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, EGM/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.
  - PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND **VOTE AT THE AGM IS ENTITLED TO APPOINT** A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND CIRCULARS. THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTEMAP OF THIS AGM ARE NOT ANNEXED TO THIS NOTICE.
- 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.
- 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 <a href="https://www.namoewaste.com">www.namoewaste.com</a>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <a href="https://www.nseindia.com">www.nseindia.com</a> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- EGM/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.
- 8. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Items No. 5 to 8 of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed. Requisite declarations

have been received from the Directors seeking re-appointment has been attached herewith as **Annexure-1**.

The relevant details, pursuant to Regulation 36(5) of the Listing Regulations, in respect to proposal for appointment of Statutory Auditors in The Forthcoming Annual General Meeting have been attached herewith as **Annexure-2**.

- 9. M/s P.C. Jain & Co., Practicing Company Secretaries, Faridabad has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting during AGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed so and will be available for the said purpose.
- 10. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The Notice convening the AGM and the Annual Report for the financial year 2024-25 is available on the Company's website at www.namoewaste.com.and may also be accessed on the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com.
- 11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred/transmitted and transposed only in dematerialized form. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form by contacting their Depository Participants (DPs). Members can contact the Company's Registrar and Share Transfer Agent, Maashitla Securities Private Limited (RTA) at www.maashitla.com for assistance in this regard.
- 12. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013, will be available electronically for inspection by the members at the AGM.
- 13. The Register of Contracts and Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available electronically for inspection by the

members at the AGM.

- 14. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents can send an e-mail to cs@namoewaste.com.
- 15. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KY Compliant.
- 16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.



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

The remote e-voting period begins on 6th September, 2025 at 9:00 A.M. and ends on 8th September, 2025 at 5:00 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. 2nd September, 2025, 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 2nd September, 2025.

### 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.	<ol> <li>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 &amp; voting during the meeting.</li> <li>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 &amp; voting during the meeting.</li> <li>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</li> </ol>

- 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Moble App is available on









Individual Shareholders holding securities in demat mode with CDSL

- 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 <a href="https://www.cdslindia.com">www.cdslindia.com</a> 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 is not registered for Easi/Easiest, option to register is user available CDSL www.cdslindia.com website and click on login New System Myeasi Tab and then click on registration
- 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 <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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************************************
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 <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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?

- 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 <a href="mailto:fcspcjain@gmail.com">fcspcjain@gmail.com</a> 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.
- 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 <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on.: 022 -4886 7000 or send a request to (Name of NSDL Official) at <a href="evoting@nsdl.com">evoting@nsdl.com</a>

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:

- 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@namoewaste.com
- 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@namoewaste. com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 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 EGM/AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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 Ca 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.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@namoewaste.com. The same will be replied by the company suitably.
- vou wish to speak at the AGM? Members who would like to express their views/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No. and mobile number at cs@namoewaste. com. Such request must reach the Company on or before Monday, 25th August, 2025. Those Members who have registered themselves as a Speaker by 25th August, 2025 and have provided adequate details as mentioned above, will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

#### Selection criteria for choosing a Speaker:

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
- ii. Selection of Speakers would be made considering representation from different geographies, diverse categories / professions / age profiles/ gender and using random selection method.
- iii. Infrastructure, connectivity and speed available at the Speaker's location are essential to ensure smooth interaction.

#### 7. Procedure For Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of



Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@namoewaste.com. Members are requested to carefully read all the Notes set out in the Notice of AGM and in particular, instructions for joining the AGM, manner of casting vote through remote e-voting before or during the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice:

### Item No. 4 Appointment of Statutory Auditors

The Board of Directors at its meeting held on August 13, 2025, as per the recommendation of Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Act read with applicable rule made thereunder, recommended the appointment of M/s Anuj Santosh Gupta & Co., Chartered Accountants (Firm Registration No. 041609N), as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of 12th AGM, till the conclusion of the 17th AGM of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

Accordingly, consent of the members is sought for passing as an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the

members.

### Item No. 5: To appoint Secretarial Auditors of the Company

The Board at its meeting held on August 13, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of P.C. Jain & Co., Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number:P2016HR051300) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. P.C. Jain & Co. is a well-known firm of Practicing Company Secretaries founded in 2000 and based in Faridabad Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. The firm provides its services various prominent companies, Government undertakings and their expertise has earned the trust of industry leaders across sectors like manufacturing, Trading, Banking, and public utilities. P.C. Jain & Co. has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by P.C. Jain & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024.

The fees as may be mutually agreed between the Board of Directors and P.C. Jain & Company. In addition to the secretarial audit, P.C. Jain & Co. shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

### Details as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Details
1.	Proposed fees payable to the Secretarial Auditor	The fees as may be mutually agreed between the Board of Directors and P.C. Jain & Company.
2.	Terms of appointment	M/s P.C. Jain & Co., Company Secretaries (certificate of practice No. 3349) a peer reviewed firm (Firm Registration Number:P2016HR051300) having office address at #2382, Sec-16, Faridabad, Haryana-121002 were appointed as Secretarial Auditors of the Company for the F.Y. 2024-25.  On the basis of recommendation of Audit Committee, the Board of Directors at their meeting held on August 13, 2025 had appointed M/s P.C. Jain & Co., Company Secretaries (certificate of practice No. 3349) having office address at #2382, Sec-16, Faridabad, Haryana-121002 for a term of 5 (Five) years commencing from F.Y. 2025-26 to F.Y. 2029-30 subject to the approval of shareholders in ensuing 12th Annual General Meeting.
3.	In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	NA
4.	Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed.	On the basis of recommendation of Audit Committee, the Board of Directors at their meeting held on August 13, 2025 had appointed P.C. Jain & Co., Company Secretaries (certificate of practice No. 3349) having office address at #2382, Sec-16, Faridabad, Haryana-121002 for a term of 5 (Five) years commencing from F.Y. 2025-26 to F.Y. 2029-30. M/sP.C. Jain & Co., isa Company Secretaries and accorporate law professional firm consisting of a group of dynamic professionals who are result oriented, skilled and season professional including company secretaries, chartered accountants and advocates who are result driven. M/s P.C. Jain & Co., is a peer reviewed firm having experience of more than 24 years in domains like business consulting services, listing, merger & acquisitions, work as resolution professionals, PE delas, Joint Venture, SEBI Regulations, Business Automation, CSR advisory, SME IPO etc.



### Item No. 6: Approval of alteration of Articles of Association of the Company

In order to enable to issue ESOP/Warrants/Debentures etc. the Board had at its meeting held on 13th August, 2025, decided to alter the Articles of Association "AOA" of the Company by insertion of Article 9 as detailed below after the existing Article 8 in AOA of the Company and consequent re-numbering of the clauses in the AOA of the Company subject to approval of the shareholders at the general meeting. It is now proposed to take Shareholder's approval for the said alteration in the AOA of the Company.

#### "Article 9 - Issue of Further Securities

Subject to the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), rules made thereunder, and other applicable laws for the time being in force including applicable SEBI Regulations, the Company shall have the power to issue and allot further shares, debentures, Warrants or other securities (whether equity, preference, convertible or non-convertible, secured or unsecured) by way of Right Issue, Employee Stock Option Scheme (ESOP), Further Public Offer (FPO), Preferential Allotment, Private Placement, Qualified Institutional Placement (QIP) etc in favour of any Individual, Employee(s) / officer (s) of the company or its subsidiary, Promoter or Promoter Group, Body Corporate, Financial Institution, Private Equity Fund or Venture Capital Fund etc.

The Committee of the Board of Directors / Board of Directors shall have the power to determine the terms and conditions of all such further issues of securities, subject to prior approval of the shareholders, regulatory authorities, and compliance with applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws."

The Board recommends the Special Resolution as set out in Item No. 6 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 6 of this Notice.

### Item No. 7 : To approve related party transactions with Vardhman Sales Agency for F.Y. 2025-26:

Transactions with the related parties exceeding the limit specified in Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 require prior approval of Shareholders. As the Company is required to sale or purchase of goods or availing or rendering services from M/s. Vardhman Sales Agency, a Partnership Firm in which relatives of Director of the company are also Partners, the Board seeks approval of the members u/s 188 of the said Act to enter Related Party Transactions with Vardhman Sales Agency.

### Particulars of Transactions to be undertaken with the Related Party are as under:

Sr. No.	Description	Particular
1.	Name of Related Party	Vardhman Sales Agency
2.	Nature of Relationship	A Partnership Firm in which Director's Relatives are Partners.
3.	Type of Transaction	Purchase/Sale/Rendering or availing of Services
4.	Nature, duration/tenure, material terms, monetary value	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. The monetary value of transactions is subject to a maximum of Rs. 20 Cr. for the Financial Year 2025-26.
5.	Name of the Director or Key Managerial Personnel, who is related	Mr. Akshay Jain – Managing Director of the Company (DIN: 06763819)

Accordingly, consent of the members is sought for passing as a Special Resolution as set out in Item No. 7 of the Notice to approve related party transactions with Vardhman Sales Agency for F.Y. 2025-26

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, except Mr. Akshay Jain, in the aforesaid Special Resolution.

### Item No. 8: To approve of revision in payment of remuneration to Non-Executive Directors.

The Companies (Amendment) Act, 2017, permits payment of remuneration to Non-Executive Directors, in excess of 1% of the net profits, subject to approval of the members by means of a Special Resolution.

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, marketing, research & innovation amongst others. The Company's Non-Executive Directors have been shaping and steering the long term strategy and make invaluable contributions towards Company's future growth.

The members of Nomination and Remuneration Committee and Board of Directors at their meetings

held on August 13, 2025, recommended the proposal for revised remuneration payable to Non-Executive Directors of the Company, not exceeding 5% (five percent) of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2024-25 and thereafter. The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

Accordingly, the Board recommends the resolution set forth in Item No. 8 relating payment of remuneration to Non-Executive Directors, at an amount not exceeding 5% of the net profit of the Company, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except the Managing Director and Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

By Order of the Board For Namo Ewaste Management Ltd.

Date: 13.08.2025 Place: Faridabad

Kumud Mittal
Company Secretary & Compliance Officer
M. No. ACS21813



### **Annexure-1**

### DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

[PURSUANT TO REGULATION 36(3) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]

1. For Appointment of a director in place Mr. Parikshit Satish Deshmukh (DIN: 08264308), who retires by rotation and being eligible, offers himself for re appointment

Name	Mr. Parikshit Satish Deshmukh (DIN: 08264308)
Date of Birth	01.06.1990
Date of First Appointment	01.11.2023
Designation and category of Director	Whole Time Director
Qualifications	Master of Arts
Brief profile	Mr. Parikshit Satish Deshmukh, is the Whole Time Director of our Company. He has completed his Master of Arts in international Business from Teesside university, United Kingdom in 2016. He has a work experience of more than 5 years in the field of recycling Industry. He looks after the sales & marketing, Human Resource Administration of the company.
Directorship in other Companies/LLPs	Techeco Waste Management LLP     Tantravana Upholstry Works Private Limit ed     Techeco Infra Private Limited
No. of Board Meeting attended during the year	17 Board Meetings attended of Namo Ewaste Management Ltd.
Membership/ Chairmanship of the Committees across all the Public Companies	WTD of the Board of M/s Namo Ewaste Management Limited     Member of Stakeholders Relationship Committee of M/s Namo Ewaste Management Limited
Relationship with other Directors/Key Managerial Personnel	NIL
No. of shares held in the Companies either by self or on a beneficial basis for any other person	Individual holding in the Company – 355160 Equity Shares

# Annexure-2 DETAILS OF STATUTORY AUDITOR PROPOSED TO BE APPOINTED IN THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(5) OF SEBI (LISTING AND OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

Anuj Santosh Gupta & Co.
041609N
N.A.
01.04.2025 to 31.03.2030 (5 Years)
Remuneration to be decided on year-to-year basis by Mr. Akshay Jain (DIN: 06763819), Managing Director and the Statutory Auditors of the Company.
M/s Anuj Santosh Gupta & Co. has been recommended by the previous Auditors of the Company and are eligible for appointment pursuant to section 139(2) of the companies Act, 2013 and hence recommended for the re-appointment. M/s Anuj Santosh Gupta & Co. Chartered Accountants registered with the Institute of Chartered Accountants of India (Firm Registration No. 041609N). The registered office of the Firm is situated at SCF-30P, Part-1 Market, Sector-16A, Faridabad- Haryana-121002. It has a valid peer review certificate with registered no.019532.  Audit firm is a reputable audit and advisory firm based in Faridabad, Haryana with experience across multiple sectors. The firm offers a range of services, including Statutory Audits, Internal Audits, Tax Representations and other assurance services tailored for various entities.  Its team comprises Chartered Accountants, Company Secretaries, and other staff, all well-versed in regulatory and accounting compliance requirements.  The Firm employs a rigorous audit methodology that leverages domain expertise and audit analytics, ensuring a robust and thorough approach to all engagements.

By Order of the Board For Namo Ewaste Management Ltd.

Date: 13.08.2025 Place: Faridabad

Kumud Mittal
Company Secretary & Compliance Officer
M. No. ACS21813



Registered Office: B-91, Private No. A-6, Basement, Main Road

Kalkaji, South Delhi, New Delhi-110019, India

Corp. Office: 14/1, Main Mathura Road, Faridabad-121003 (Haryana)

Email: admin@namoewaste.com Website: www.namoewaste.com