

Notice of

13th Annual General Meeting

of Namo E-Waste Management Ltd.

Notice is hereby given that the **13th Annual General Meeting of Namo Ewaste Management Limited** will be held **on Thursday, 17th September, 2026 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

1. Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 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, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.

2. Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 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, 2026 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted.

3. Re-appointment of Mr. Ujjwal Kumar (DIN: 08151157), 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 pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Ujjwal Kumar (DIN: 08151157)**, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the

Company, liable to retire by rotation.”

Special Business

4. Regularization of Mr. Naresh Kumar Jain (DIN: 00014986) as Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Kumar Jain (DIN: 00014986), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10.03.2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

5. Regularization of Mr. Vikram Grover (DIN: 09692781) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vikram Grover (DIN: 09692781), who was appointed by the Board of Directors as an Additional Director in the category of Independent Director of the Company with effect from 10.03.2026 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under

Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 10.03.2026 up to 09.03.2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

6. Approval For Related Party Transactions with Vardhman Sales Agency for FY 2026-27

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."

**By Order of the Board of Directors
For Namu Ewaste Management Ltd.**

sd/-

Kumud Mittal

Company Secretary & Compliance Officer
M. No. ACS21813

Date: 18.08.2026

Place: Faridabad

Notes:

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

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.namoewaste.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. 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. 4 to 6 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**.
9. M/s P.C. Jain & Co., Practicing Company Secretaries, 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 2025-26 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 2025-26 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 14th September, 2026 at 09:00 a.m. and ends on 16th September, 2026 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Instructions 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 fcspcjain@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (NSDL Official) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@namoewaste.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user

id and password for e-voting by providing above mentioned documents.

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@namoewaste.com. The same will be replied by the company suitably.
6. If you 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 Tuesday, 1st September, 2026. Those Members who have registered themselves as a Speaker by 1st September, 2026 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:

- i. 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

Pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors at their meeting held on 10th March, 2026, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, approved appointment of Mr. Naresh Kumar Jain (DIN: 00014986), as an Additional Director (Non-Executive, Non-Independent) and Chairman of the Company, with effect from March 10, 2026.

The Company has received a notice in writing by a member proposing his candidature under section 160 of the Act for appointment as Non-Executive Director of the Company.

The Board noted that Mr. Naresh Kumar Jain is a seasoned entrepreneur with over 40 years of experience in the non-ferrous metals industry. His rich experience in business, strategy, leadership, finance, risk management etc. as more particularly set forth in his profile below. Accordingly, the Board is of the view that his extensive understanding of the non-ferrous metals industry would add value and provide meaningful insights to the Company. Further, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mr. Naresh Kumar Jain would be beneficial to the Company. Mr. Naresh Kumar Jain is the Promoter and relative of Mr. Akshay Jain, Managing Director of the Company.

The Company has received following statutory disclosures / declarations:

- (i) Form DIR-8 – intimating the Company that he stands free from any disqualification, under section 164(1) and 164(2) of the Act;
- (ii) Declaration that he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority and given his consent to act as Director of the Company;
- (iii) Form MBP-1 – disclosing his concerns or interests in other company(ies) in terms of section 184(1) of the Act.

except Mr. Naresh Kumar Jain being an appointee and Mr. Akshay Jain being relative, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except

to the extent of their shareholding, if any.

The relevant details, pursuant to regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed in **Annexure-I**.

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

Item No. 5

The Nomination and Remuneration Committee of the Board of Directors, had recommended appointment of Mr. Vikram Grover (DIN: 09692781) for a term of 5 (Five) consecutive years on the Board of the Company w.e.f. 10.03.2026 to 09.03.2031 as Independent Director (Non Executive). The Company has also received a notice in writing, from a Shareholder under Section 160 of the Act, proposing his candidature for appointment as Director of the Company.

Brief Profile:

Mr. Vikram Grover have a vast expertise of over 12 years in financial management, business planning, due diligence, business development, Secretarial matters, capital raising, business structuring, investor relations, FEMA Matters, taxation, Intellectual property rights, listing, delisting people development and strategic planning.

Section 149 and Section 152 of the Companies Act, 2013 inter-alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment upto five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting.

The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of Companies Act, 2013, Mr. Vikram Grover being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (Five) consecutive years w.e.f. 10.03.2026 to 09.03.2031

The Company has received from Mr. Vikram Grover:

- (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013.
- (ii) A declaration to the effect that he meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and

that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

(iii) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

In the opinion of the Board, Mr. Vikram Grover fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for appointment of Mr. Vikram Grover as

an Independent Director would be made available for inspection through electronic mode.

The relevant details, pursuant to regulation 36(3) of the LODR Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment is annexed in Annexure-I.

Therefore, the Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 5 for your approval.

None of the Directors and Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 6: To approve related party transactions with Vardhman Sales Agency for F.Y. 2026-27:

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 Director & Director's Relatives 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	Particulars
1	Name of Related Party	Vardhman Sales Agency
2	Nature of Relationship	A Partnership Firm in which Director & 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 2026-27.
5	Name of the Director or Key Managerial Personnel, who is related	Mr. Akshay Jain (DIN: 06763819) Mr. Naresh Kumar Jain (DIN: 00014986)

Accordingly, consent of the members is sought for passing as a Special Resolution as set out in Item No. 6 of the Notice to approve related party transactions with Vardhman Sales Agency for F.Y. 2026-27

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

**By Order of the Board of Directors
For Namu Ewaste Management Ltd.**

sd/-

Kumud Mittal

Company Secretary & Compliance Officer
M. No. ACS21813

**Date: 18.08.2026
Place: Faridabad**

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]

Name	Mr. Ujjwal Kumar	Mr. Naresh Kumar Jain	Mr. Vikram Grover
DIN	08151157	00014986	09692781
Date of Birth	27.09.1995	14.01.1964	07.04.1991
Date of First Appointment	04.03.2024	10.03.2026	10.03.2026
Designation and Category of Director	Non-Executive Director	Chairman and Non-Executive Director	Non-Executive Independent Director
Qualifications	Bachelor of technology in Electrical and Electronics from Maharishi Dayanand University of Haryana	Graduation	FCS, LL.B,B.Com, MBA, Social Auditor
Terms and Conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Appointment as Non-Executive, Non-Independent Director and Chairman with effect from March 10, 2026, liable to retire by rotation	Appointment as Non-Executive, Independent Director with effect from March 10, 2026, not liable to retire by rotation for a term of Five Years
Last drawn remuneration details (2024-25) along with remuneration sought to be paid	Rs. 30 Lakhs	Mr. Naresh Kumar Jain has not drawn any remuneration from the Company in 2024-25. Mr. Jain shall be entitled to sitting fees and to draw expenses incurred for travelling / boarding to participate in Board / Committee Meetings and other Company related work in his capacity as the Non-Executive, Non-Independent Director of the Company.	Mr. Vikram Grover has not drawn any remuneration from the Company. Mr. Grover shall be entitled to Sitting Fees for attending Board / Committee Meetings in his capacity as the Non-Executive Independent Director of the Company.
Brief Profile	Mr. Ujjwal Kumar, is the Non-Executive Director of our Company. At Namo, Mr. Ujjwal oversees all corporate sales and marketing efforts, acquisitions and business development. With a pivotal role in building Namo from the ground up, he has helped to lead NAMO to its current standing as one of the largest fully integrated IT and electronics asset disposition provider company in India. Mr. Ujjwal have over 8 years of experience in the field of eWaste management and is fully dedicated towards the cause.	Mr. Naresh Jain is a seasoned entrepreneur with over 40 years of experience in the non-ferrous metals industry. A respected figure in the field, he has built a successful career specializing in the trade of non-ferrous scrap and the manufacturing of high-quality aluminium and other non-ferrous alloys. Under his leadership, his ventures have consistently maintained high standards in sustainability, quality, and operational efficiency—making significant contributions to	Mr. Vikram Grover, aged 34 years, and is currently designated as Non-Executive Independent Director of our Company. Mr. Vikram Grover is a Company Secretary and has vast expertise of over 15 years in financial management, business planning, due diligence, business development, Secretarial matters, capital raising, business structuring, investor relations, FEMA Matters, taxation, Intellectual property rights, listing, delisting people development and strategic planning. He holds a Master's degree in Business

		the circular economy and responsible recycling. Mr. Jain's legacy is one of integrity, resilience, and forward thinking, marking him as a prominent name in India's industrial landscape.	Management from the National Institute of Management Solution, awarded in 2014. He is a Fellow Member of the Institute of Company Secretaries of India and has been enrolled as a Social Auditor with the Institute of Social Auditors of India since 2024. Mr. Grover brings with him more than 8 years of experience in finance and secretarial compliances.
Directorship in other Companies/ LLPs	1. Techeco Waste Management LLP	1. Namu Developers Pvt. Ltd. 2. Vardhman Recycling LLP 3. Richilook India Ltd. 4. Vardhman Sales Agency	1. Kati Patang Lifestyle Limited 2. Divine power energy limited 3. Vibhor steel tubes limited 4. Defrail technologies limited
No. of Board Meeting attended during the year	4	1	1
Membership/ ChairmanShip of Committee across all the Public Companies	- Non-Executive Director of the Board of M/s Namu Ewaste Management Limited - Member of Nomination & Remuneration Committee of M/s Namu Ewaste Management Limited - Chairman of Stakeholders Relationship Committee of M/s Namu Ewaste Management Limited	NIL	Defrail technologies limited 1. Audit Committee Divine power energy limited 1. Audit Committee 2. Nomination & Remuneration Committee Vibhor steel tubes limited 1. Stakeholders Relationship Committee 2. CSR Committee Namu Ewaste Management Ltd. 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee
Relationship with other Directors/ Key Managerial Personnel	No Inter-se relationships with other Directors and Key Managerial Personnel of the Company	Father of Mr. Akshay Jain, Managing Director of the Company	No Inter-se relationships with other Directors and Key Managerial Personnel of the Company
No. of shares held in the Companies either by self or on a beneficial basis for any other person	NIL	Individual holding in the Company – 57,82,518 Equity Shares	NIL

**By Order of the Board of Directors
For Namu Ewaste Management Ltd.**

sd/-

Kumud Mittal

Company Secretary & Compliance Officer
M. No. ACS21813

Date: 18.08.2026
Place: Faridabad