Date: 22.09.2026

To,
National stock Exchange of India Limited
Exchange Plaza, Plot. No C/1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400051

Trading Symbol: **AARADHYA**

Sub: Notice of Extraordinary General Meeting of the Company

We would like to inform you that the Extraordinary General Meeting of the Company ("**EGM**") is scheduled to be held on **Thursday, the 15th October, 2026 at 02:00 P.M.** at the registered office of the company situated at Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh, India, 455001 to transact the business set out in the notice.

Pursuant to the provisions of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), please find enclosed herewith a copy of the Notice dated 16th September, 2026, together with the Explanatory Statement thereto, seeking approval of the Members of AARADHYA DISPOSAL INDUSTRIES LIMITED on the following item of business in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard.

Sr. No.	Particulars	Type of Resolution
1	Alteration of articles of association of the company	Special Resolution
2.	Increase in authorised share capital of the company and alteration of memorandum of association of the company	Ordinary Resolution
3.	Issuance of up to 83,25,000 (eighty-three lakh twenty-five thousand) fully convertible warrants on preferential basis	Special Resolution

In compliance with the applicable circulars, the Notice is being sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with Depositories, Company and/or BIGSHARE SERVICES PRIVATE LIMITED ("RTA") as on Friday, September 18, 2026. The aforesaid Notice is also uploaded on the Company's website i.e., www.aaradhyadisposalindustriesltd.in.

In compliance with the provisions of the Companies Act, 2013 and rules framed thereunder, and SEBI (LODR) Regulations, the Company has fixed the following dates in connection with the EGM:

Cut-off date to vote on EGM Resolution	**Friday, October 09, 2026**
Commencement of remote e-voting	From 9.00 a.m. (IST) on October 12, 2026
Closure of remote e-voting	Upto 5.00 p.m. (IST) on October 14, 2026
Extra-Ordinary General Meeting	**Thursday, 15th October, 2026 at 02:00 P.M. (IST)**

Kindly take the same on record of your esteemed Exchange and disseminate it on your website.

BY ORDER OF THE BOARD OF DIRECTORS OF
AARADHYA DISPOSAL INDUSTRIES LIMITED

Surabhi Singh Rathod
Digitally signed by Surabhi Singh Rathod
Date: 2026.09.22 20:24:47 +05'30'

SURABHI SINGH RATHOD
Company Secretary
Membership No.: A51301

Encl: *Notice of EGM*

NOTICE

Notice is hereby given that an Extraordinary General Meeting ('EOGM') of the Members of **AARADHYA DISPOSAL INDUSTRIES LIMITED** (the "Company") will be held on Thursday, 15th October, 2026 at 02:00 P.M. at Registered Office of the company situated at PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Madhya Pradesh, India, 455001, in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1: - CONSIDER ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5, Section 14, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting an enabling Article authorising the Company to issue, offer, allot or otherwise deal in any kind or class of securities, whether equity or otherwise.

RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by inserting the following new clause no. 109 after the existing clause no. 108 **under the new heading "Power to issue and deal in securities":**

"109. Notwithstanding anything contained elsewhere in these Articles and subject to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall have the power to issue, offer, allot or otherwise deal in any kind or class of securities, whether equity or otherwise, including but not limited to equity shares, preference shares, debentures, bonds, notes, warrants, options, hybrid instruments or any other securities, whether convertible or non-convertible, whether fully, partly or optionally convertible, and whether issued at par, premium or at such terms and conditions as may be permitted under law, by way of preferential issue, private placement, rights issue, public issue or any other mode as may be permitted under applicable law, to such persons and at such times as the Board of Directors may determine."

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to sign and file necessary forms, returns and documents with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2:-INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from the existing authorized share capital of Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 26,00,00,000 (Rupees Twenty-Six Crores) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for substituting Clause 5 of the Memorandum of Association of the Company with the following clause: -

5. The Authorized Share Capital of the Company is Rs. 26,00,00,000 (Rupees Twenty-Six Crores) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only)."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 3:- ISSUANCE OF UP TO 83,25,000 (EIGHTY-THREE LAKH TWENTY-FIVE THOUSAND) FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Memorandum and Articles of Association of the Company, SEBI (LODR) Regulations, 2015 and the listing agreement entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches up to 83,25,000 (Eighty Three Lakh Twenty Five Thousand) Fully Convertible Warrants ("Warrants") at a price of Rs. 120/- per warrant payable in cash, convertible into or exchangeable with, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupee Ten) each, aggregating to Rs. 99.90 Crore on preferential basis to identified persons on such terms as setout herein and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act.

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of issue of warrants to be allotted, shall be September15, 2026, being the date 30 days prior to the date of passing of this resolution i.e. October 15, 2026.

RESOLVED FURTHER THAT the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time during the Warrant Exercise Period, by issuing a written notice to the Company specifying the number of Warrants being exercised, together with payment of Rs. 90/- (Rupees Ninety only) per Warrant, being the balance 75% of the issue price (the "**Warrant Exercise Price**"), for that number of Warrants. The Warrant Exercise Price shall be remitted from the bank account of the Warrant holder to the separate bank account maintained by the Company with a scheduled bank for this purpose in accordance with section 42(6) of the Act, and the Board shall, upon receipt thereof, allot the corresponding number of equity shares in dematerialized form within the period specified in the ICDR Regulations.

RESOLVED FURTHER THAT equity shares to be allotted upon conversion of Warrants shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT issue of Warrants and equity shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

a) Each Warrant held by Proposed Allottee shall entitle him to apply for and obtain allotment of one equity share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").

b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottee on or prior to the date of allotment of Warrants.

c) Balance amount i.e. 75% of the issue price of Warrants shall be paid by Proposed Allottee against the conversion of Warrants at any time during Warrant Exercise Period.

d) The pre-preferential shareholding, if any, of Proposed Allottee along with Warrants, being allotted and equity shares to be allotted to Proposed Allottee pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations. In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

e) Warrants being allotted to Proposed Allottee shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

g) Warrants and equity shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.

h) The consideration for allotment of Warrants and / or equity shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Allottee.

i) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by Proposed Allottee of such Warrants.

j) In the event the Proposed Allottee do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.

k) Warrants by themselves until converted into equity shares, do not give to Proposed Allottee any voting rights in the Company in respect of such Warrants. However, in the event of any corporate action between the date of allotment of the Warrants and their conversion, the number of equity shares arising on conversion and/or the price shall be adjusted in accordance with Regulation 166 of the ICDR Regulations.

l) Conversion of Warrants by the promoter allottees shall be subject to the Company being satisfied that, upon such conversion, the minimum public shareholding requirement and the SEBI (SAST) Regulations, 2011 will continue to be complied with; the Company may defer acceptance of an exercise notice until such compliance is assured.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall include any Committee thereof, provided that no Director who is a Proposed Allottee, or a relative of a Proposed Allottee, shall participate in any decision taken under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, desirable or expedient, including to make applications to the Stock Exchange for in-principle approval, listing and trading approval; to make filings with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and other authorities; to execute such deeds, documents and agreements as may be required; to accept such modifications as may be required by SEBI, the Stock Exchange or any other statutory or regulatory authority as a condition of any approval; to utilise the issue proceeds for the objects set out in the explanatory statement; and to settle any question, difficulty or doubt that may arise in this regard:

Provided that no modification shall increase the number of Warrants beyond 83,25,000 or the number of Warrants proposed to be allotted to any Proposed Allottee, provide for allotment to any person not named in the explanatory statement, alter the issue price of Rs. 120/- per Warrant, or extend the Warrant Exercise Period, save with the further approval of the Members by special resolution.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to sign and file all applications, forms, returns and documents, and to do all such other acts as may be necessary to give effect to the foregoing resolution.

BY ORDER OF THE BOARD OF DIRECTORS OF
AARADHYA DISPOSAL INDUSTRIES LIMITED

Sd/-
SURABHI SINGH RATHOD
Company Secretary
Membership No.: A51301
R/o: Plot No. E-1, A.B. Road,
Dewas, Madhya Pradesh

DATE: SEPTEMBER 16, 2026
PLACE: Dewas (Madhya Pradesh)

NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting ("EOGM") is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be duly completed and deposited at the Registered Office of the Company at Plot E-1, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh – 455001, not less than 48 hours before the commencement of the EOGM.

   Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of not more than fifty (50) Members and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on October 09, 2026, being the Cutoff Date fixed for determining the Members entitled to attend and vote at the EOGM, shall be entitled to attend and vote at the EOGM.
3. The instrument appointing the proxy shall be in Form No. MGT-11 and a proxy form is enclosed with this Notice. A proxy shall not have a right to speak at the EOGM and shall be entitled to vote only on a poll.
4. During the period beginning 24 hours before the time fixed for the commencement of the EOGM and ending with the conclusion of the EOGM, a Member entitled to vote at the EOGM may inspect the proxies lodged with the Company, provided that not less than three days' notice in writing of the intention to inspect is given to the Company.
5. The documents referred to in the Notice and the accompanying Statement pursuant to Section 102 of the Companies Act, 2013 shall be available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the EOGM. Members seeking to inspect such documents may send their request to the Company at its Registered Office.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, shall be available for inspection by the Members during the EOGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, shall be available for inspection by the Members during the EOGM.
8. The notice of EOGM is being sent to those members / beneficial owners whose name is appearing in the register of members /list of beneficiaries received from the depositories.
9. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th October, 2026 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
10. In compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories.

    The Notice of the EOGM IS also available on the Company's website at www.aaradhyadisposalindustriesltd.in and on the website of the National Stock Exchange of India Limited.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number, mandates, nominations, power of attorney, etc., to their respective Depository Participant. Members holding shares in physical form are requested to intimate such changes to the Company/Registrar and Transfer Agent.
12. In case of joint holders, the Member whose name appears as the first holder in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories, as applicable, shall be entitled to vote at the EOGM.
13. Corporate/Institutional Members intending to authorise their representatives to attend and vote at the EOGM are requested to send a certified copy of the Board Resolution or other valid authorization authorizing their representative to attend and vote on their behalf at the EOGM to the Company at its Registered Office before the commencement of the EOGM.

14. Members/Proxies/Authorised Representatives attending the meeting are requested to bring their duly completed and signed attendance slip and a valid proof of identity for verification. Proxies are requested to carry a valid proof of identity for identification at the EOGM.
15. The route map showing directions to reach the venue of the EOGM is annexed to this Notice.
16. The Company shall conduct the voting on the resolutions set out in this Notice by show of hands, in accordance with the applicable provisions of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings.
17. The Board of Directors has appointed Ms. Geetika Agrawal, Partner of M/s. Agrawal & Maheshwari, Practicing Company Secretaries (Membership No. F-4988 and CP No. 3482), as the Scrutiniser to scrutinise the voting process conducted at the EOGM and to submit her report thereon to the Chairman or a person authorised by him.
18. The Scrutiniser shall, after conclusion of the voting at the EOGM, scrutinise the voting conducted through Voting means and/or by show of hands and submit her report to the Chairman or a person authorised by him.
19. The results of the voting at the EOGM, as declared by the Chairman, shall be placed on the Company's website and simultaneously communicated to the Stock Exchange(s), in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
20. Subject to receipt of the requisite number of votes, the resolutions set out in this Notice shall be deemed to have been passed on the date of the EOGM.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. The members holding shares in physical form are requested to submit their PAN and Bank Details (copy of PAN Card and original cancelled cheque leaf/attested copy of bank pass book showing name of account holder) to the RTA

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on **Monday, October 12, 2026 at 09:00 A.M.** and ends on **Wednesday, October 14, 2026 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **October 09, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-

	Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-**

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

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

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:
7)

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details s**OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

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

(ix) Click on the EVSN for the relevant **AARADHYA DISPOSAL INDUSTRIES LIMITED** on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer t the email address viz; info@csgeetika.com and to the Company at the email address viz;

aaradhyadisposalindustries@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to aaradhyadisposalindustries@gmail.com/info@bigshareonline.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

BY ORDER OF THE BOARD OF DIRECTORS OF
AARADHYA DISPOSAL INDUSTRIES LIMITED

Sd/-
SURABHI SINGH RATHOD
Company Secretary
Membership No.: A51301
R/o: Plot No. E-1, A.B. Road,
Dewas, Madhya Pradesh

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

ITEM NO. 01:

With a view to facilitate the Company's proposal to raise funds through inter alia issuance of warrants (which can be exercised and converted into the equity shares of the Company) on preferential basis, it is proposed to alter the Articles of Association of the Company to insert an enabling/ empowering clause in the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on September 16, 2026, has approved the proposal to amend the Articles of Association of the Company by inserting a new clause 109 immediately following the existing Clause 108, in the Articles of Association of the Company and as more particularly set out in Item No. 1 of the Notice, for incorporating enabling provisions with respect to issue of warrants and other convertible securities on preferential basis.

In terms of the provisions of Section 14 of the Act read with applicable rules framed thereunder and other applicable laws, the proposed amendment to the Articles of Association of the Company is required to be approved by the Members of the Company by way of a Special Resolution.

The draft copy of AOA will be open for inspection by the Members, without any fees, at the Registered Office of the Company at 9 PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001 between 11.00 a.m. and 01.00 p.m. on all working days except Saturday and Sunday up to the date of the Meeting and the same shall also be made available for Members at the meeting.

The Board of Directors of the Company recommends the Special Resolution set forth in Item No. 1 of the Notice to the Members of the Company for their approval.

None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

ITEM NO. 02:

The Board of Directors, at its meeting held on 16 September 2026, approved the proposal to issue 83,25,000 Fully Convertible Warrants on a preferential basis, as set out at Item No. 3 of this Notice. The present Authorised Share Capital of the Company is Rs. 16,00,00,000 divided into 1,60,00,000 Equity Shares of Rs. 10 each, of which 1,41,38,000 Equity Shares are issued and paid up. Upon conversion of all the Warrants, the issued and paid-up Equity Share Capital of the Company will increase to Rs. 22,46,30,000 comprising 2,24,63,000 Equity Shares, which exceeds the present Authorised Share Capital. It is therefore proposed to increase the Authorised Share Capital to Rs. 26,00,00,000 divided into 2,60,00,000 Equity Shares of Rs. 10 each, and to alter Clause 5 of the Memorandum of Association accordingly.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions, except to the extent of their shareholding in the Company.

The draft copy of MOA will be open for inspection by the Members, without any fees, at the Registered Office of the Company at 9 PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001 between 11.00 a.m. and 01.00 p.m. on all working days except Saturday and Sunday up to the date of the Meeting and the same shall also be made available for Members at the meeting.

ITEM NO.-3:

The Special Resolution set out in Item No. 3 of this Notice is proposed pursuant to the provisions of Sections 23, 42, and 62 of the Companies Act, 2013 (the "Act") and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The Company proposes to issue, offer and allot on a preferential basis:

1. Up to 83,25,000 (Eighty Three Lakh Twenty Five Thousand) Fully Convertible Warrants ("Warrants"), each carrying a right to subscribe to 1 (One) equity share of the Company having face value of ₹ 10/- (Rupee Ten Only) each, to the Proposed Allottees, belonging to the promoter and non-promoter categories, as set out below at an issue price of ₹ 120/- per Warrant, The total amount to be raised from the issue of Warrants aggregates up to Rs. 99,90,00,000/- [Rupees Ninety-Nine Crore Ninety Lakh Only];

The said proposals have been considered and approved by the Board at its meeting held on September 16, 2026. The proposed preferential issues to Proposed Allottees are subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

The details of the issues and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issues and Regulation 163 of ICDR Regulations are set forth below:

- **Objects of the Preferential Issue and Utilization of Issue Proceeds:**

The proceeds of the Preferential Issue are proposed to be utilized for:

Sr. No.	Object of the Issue	Total estimated amount to be utilised for each of the Objects*	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working Capital Requirement	20,00,00,000	Within 24 months from receipt of funds
2.	To fund the expansion plan of the company i.e. capital expenditure towards purchase of plant and machinery and civil work	60,00,00,000	Within 24 months from receipt of funds
3.	General Corporate purpose	19,90,00,000	Within 24 months from receipt of funds
	Total	**99,90,00,000**	

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

- **Maximum number of specified securities to be issued**

The Company shall issue 83,25,000 Fully Convertible Warrants.

- **Relevant date with reference to which the price has been arrived at**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the floor price for the issue and allotment of Warrants to be allotted to the proposed allottee shall be *Tuesday i.e., 15th September, 2026* which is 30 days prior to the date of EOGM and where the *Relevant Date* falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned to be the Relevant Date in accordance with the SEBI ICDR Regulations).

- **Pricing of the Preferential Issue**

The Equity Shares of the Company are listed at National Stock Exchange of India Limited ("NSE"). The issue of convertible warrants to the Proposed Allottee will be at Rs. 120/- per warrant which is not lower than the floor price determined in accordance with Regulations 164(1) and 166A(1). The equity shares of the Company are frequently traded within the meaning of Regulation 164(5).

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Convertible Warrants on preferential basis shall be at Rs. 120/- each.

Basis on which the price has been arrived at along with report of the registered valuer;
Pursuant to Regulation 164(1) and 166A(1) of the SEBI (ICDR) Regulations, 2018, the minimum floor price for the proposed preferential issue of warrants has been determined as Rs. 120 the highest of the all parameters calculated by the Independent Registered Valuer.

The Articles of Association of the Company do not prescribe any method of determining the price that would result in a floor price higher than that determined under Regulation 164(1). The issue price of Rs. 120/- per Warrant is accordingly not lower than the floor price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The valuation report is available on the website of the Company at https://aaradhyadisposalindustriesltd.in/investor/preferential-allotment.

Since the Proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, to proposed allottee or to Allottee acting in concert, the Company has obtained a valuation report from an independent registered valuer under Regulation 166A of SEBI (ICDR) Regulations.

Hence, the price has been arrived at on basis the Valuation report dated 15th September, 2026 issued by Mr. Devansh Shah, registered valuer (REGN. NO: IBBI/RV/16/2024/15567, Regd Office: 205, Rajgruhi Towers, 80 Feet Road, Surendranagar-363002) which was further decided by the board of directors of the company.

- **The class or classes of persons to whom the allotment is proposed to be made;**

The allotment is proposed to be made to the following persons identified by the board in its meeting held on 16th September, 2026:

Sr. No.	Name of the Proposed Allottee	Current Status
1.	Anil Maheshwari	Promoter
2.	Sunil Maheshwari	Promoter
3.	Aarth AIF Growth Fund	Non-Promoter
4.	Meenu Agarwal	Non-Promoter
5.	RS Futures LLP	Non-Promoter
6.	Aastha Gupta	Non-Promoter
7.	Mahabir Tradeventures LLP	Non-Promoter
8.	Kumud Bansal	Non-Promoter
9.	Saket Agarwal	Non-Promoter
10.	Ashu Kumar Aggarwal	Non-Promoter
11.	Kankaria Vidhi MahendraKumar	Non-Promoter
12.	Vikas Gupta	Non-Promoter
13.	Alka Goel	Non-Promoter
14.	Mishty Garg	Non-Promoter
15.	Vinay Kumar Chawla	Non-Promoter
16.	Praveen Kumar Jain	Non-Promoter
17.	Kavita Chhabra	Non-Promoter
18.	Archana Chawla	Non-Promoter
19.	Excellence Corporate Solutions (Partnership Firm Represented by its partners Mr. Naveen Singh and Mr. Saurabh Paliwal)	Non-Promoter
20.	Vinay Kumar Chawla HUF	Non-Promoter
21.	Shashi Goel	Non-Promoter
22.	Aagam Pirodia	Non-Promoter
23.	Priya Choudhari	Non-Promoter
24.	Anubha atulkumar Agrawal	Non-Promoter
25.	Aditya Gupta	Non-Promoter
26.	Karan Sachar	Non-Promoter
27.	Sarvesh Sharma	Non-Promoter
28.	Harsh Garg	Non-Promoter
29.	Neha Garg	Non-Promoter
30.	Atul Kumar Agarwal	Non-Promoter
31.	Anmol Munjal	Non-Promoter
32.	Shweta Jha	Non-Promoter
33.	Sanjay Agarwal	Non-Promoter
34.	Kaushal Bindlish	Non-Promoter
35.	Ankit Garg HUF	Non-Promoter
36.	Noshir Russi Khambatta	Non-Promoter
37.	Neha Agarwal	Non-Promoter
38.	Vibha Kantilal Shah	Non-Promoter
39.	Nanda Ashok Jain	Non-Promoter
40.	Kamalchand Jain	Non-Promoter
41.	Sheetal Agarwal	Non-Promoter
42.	Pushpa Agrawal	Non-Promoter
43.	Harsh Kumar	Non-Promoter
44.	Devender Aggarwal	Non-Promoter
45.	Vaibhav Chaturvedi	Non-Promoter

- **The Name and Address of Monitoring Agency**

Not Applicable

- **Intent of the Promoters/Directors/Key Managerial Personnel or senior management Personnel to subscribe to the offer**

Apart from Mr. Anil Maheshwari and Mr. Sunil Maheshwari, who are Promoters and the proposed allottees under the present issue, no other Promoter, member of the Promoter Group, Director, Key Managerial Personnel (KMP) or Senior Management Personnel intends to subscribe to the warrants convertible into equity shares proposed to be issued pursuant to the preferential issue.

Accordingly, Mr. Anil Maheshwari and Mr. Sunil Maheshwari are the only Promoters intending to subscribe to the present issue, and no other Promoter, Promoter Group member, Director, KMP or Senior Management Personnel will subscribe to the issue.

- **Tenure**

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

- **Lock-in Period**

The Convertible Warrants to be allotted will be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations.

As Proposed allottees already holds equity shares in the company prior to the proposed preferential issue. Accordingly, the requirement of lock-in of pre-preferential shareholding under Regulation 167(6) of the SEBI (ICDR) Regulations, 2018 is applicable.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities. Accordingly, the pre-preferential holding of all the proposed allottees have been locked-in as per applicable provisions.

- **Listing**

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares allotted to the Convertible Warrant holders pursuant to conversion of the Convertible Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

- **The pre and post issue Shareholding Pattern before and after the preferential issue**

The Shareholding Pattern giving the present position and also considering full allotment of Convertible Warrants to allottees, is given below:

Sr. No	Category	Pre-Issue (As on 11.09.2026)		Post Issue after conversion of warrants	
		No. of Shares	**(%) of Holding**	**No. of Shares***	**(%) of holding***
A. Promoter Holding					
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals	99,79,000	70.58%	1,58,54,000	70.58%
(b)	Bodies Corporate	-	-	-	-
	Sub Total(A)(1)	**99,79,000**	**70.58%**	**1,58,54,000**	**70.58%**
2	Foreign promoters	-	-	-	-
	Sub Total (A)	**99,79,000**	**70.58%**	**1,58,54,000**	**70.58%**
(B)	**Non Promoter Holding**				
1.	Institutional investors	3,12,000	2.21%	8,16,000	3.63%
2.	Non-institution				
	Private corporate bodies	8,37,200	5.92%	8,37,200	3.72%
	Directors and relatives	-	-	-	-
	Indian Resident Individuals	26,05,200	18.43%	41,01,200	18.26%
	others (including LLPs, NRIs and HUFs)	4,04,600	2.86%	8,54,600	3.81%
	Sub Total (B)	41,59,000	29.42%	66,09,000	29.42%
	GRAND TOTAL (A)+(B)	**1,41,38,000**	**100%**	**2,24,63,000**	**100%**

* the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.

- **Time frame within which the preferential issue shall be completed**

The allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

- **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;**

There has been no further issue of capital by way of preferential issue during the year. Hence, the disclosures under this head are not required to be made by the company.

- **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

  The company is issuing convertible security for cash consideration. Hence, the disclosures under this head are not required to be made by the company.

- **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**

Sr. No.	Name of Allottee	No. of Warrants	Ultimate Beneficial Owner
1.	RS Futures LLP	2,16,000	1. Rachit Gupta 2. Sukant Arora 3. Tripti Gupta 4. Sonam Gupta
2.	Aarth AIF Growth Fund	5,04,000	1. Adheesh Kabra 2. Rishi Agarwal
3.	Mahabir Tradeventures LLP	1,44,000	1. Manoj Gupta 2. Kanav Gupta
4.	Excellence Corporate Solutions	36,000	1. Naveen Singh 2. Saurabh Paliwal
5.	Ankit Garg HUF	18,000	1. Ankit Garg
6.	Vinay Kumar Chawla HUF	36,000	1. Vinay Kumar Chawla

The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of the Proposed Allottee	No. of Convertible warrant Into equity share to be allotted	Category	Pre-preferential Issue Shareholding Percentage of the proposed allottees	% of Pre Issue Holding	*Post preferential Issue Shareholding of the proposed allottees	% of Post Issue Holding
•	Anil Maheshwari	30,00,000	Promoter	24,00,000	16.98%	54,00,000	24.04%
•	Sunil Maheshwari	28,75,000	Promoter	23,98,000	16.96%	52,73,000	23.47%
•	Aarth AIF Growth Fund	504000	Non-Promoter	312000	2.22%	816000	3.63%
•	Meenu Agarwal	252000	Non-Promoter	0	0%	252000	1.12%
•	RS Futures LLP	216000	Non-Promoter	69600	0.49%	285600	1.27%
•	Aastha Gupta	204000	Non-Promoter	0	0%	204000	0.90%
•	Mahabir Tradeventures LLP	144000	Non-Promoter	54000	0.38%	198000	0.88%
•	Kumud Bansal	96000	Non-Promoter	0	0%	96000	0.43%

•	Saket Agarwal	84000	Non-Promoter	0	0%	84000	0.37%
•	Ashu Kumar Aggarwal	84000	Non-Promoter	0	0%	84000	0.37%
•	Kankaria Vidhi Mahendra Kumar	60000	Non-Promoter	0	0%	60000	0.27%
•	Vikas Gupta	42000	Non-Promoter	0	0%	42000	0.19%
•	Alka Goel	42000	Non-Promoter	0	0%	42000	0.19%
•	Mishty Garg	42000	Non-Promoter	0	0%	42000	0.19%
•	Vinay Kumar Chawla	42000	Non-Promoter	1200	0.01%	43200	0.19%
•	Praveen Kumar Jain	36000	Non-Promoter	0	0%	36000	0.16%
•	Kavita Chhabra	36000	Non-Promoter	0	0%	36000	0.16%
•	Archana Chawla	36000	Non-Promoter	8400	0.06%	44400	0.20%
•	Excellence Corporate Solutions (Partnership Firm Represented by its partners Mr. Naveen Singh and Mr. Saurabh Paliwal)	36000	Non-Promoter	0	0%	36000	0.16%
•	Vinay Kumar Chawla HUF	36000	Non-Promoter	8400	0.06%	44400	0.20%
•	Shashi Goel	30000	Non-Promoter	0	0%	30000	0.13%
•	Aagam Pirodia	25200	Non-Promoter	3600	0.025%	28800	0.13%
•	Priya Choudhari	24800	Non-Promoter	6000	0.04%	30800	0.14%
•	Anubha Atulkumar Agrawal	24000	Non-Promoter	0	0%	24000	0.11%
•	Aditya Gupta	24000	Non-Promoter	0	0%	24000	0.11%
•	Karan Sachar	24000	Non-Promoter	0	0%	24000	0.11%
•	Sarvesh Sharma	24000	Non-Promoter	0	0%	24000	0.11%
•	Harsh Garg	24000	Non-Promoter	0	0%	24000	0.11%
•	Neha Garg	24000	Non-Promoter	6000	0.04%	30000	0.13%
•	Atul Kumar Agarwal	24000	Non-Promoter	0	0%	24000	0.11%

•	Anmol Munjal	18000	Non-Promoter	1200	0.01%	19200	0.08%
•	Shweta Jha	18000	Non-Promoter	1200	0.01%	19200	0.08%
•	Sanjay Agarwal	18000	Non-Promoter	0	0%	18000	0.08%
•	Kaushal Bindlish	18000	Non-Promoter	1200	0.008%	19200	0.08%
•	Ankit Garg HUF	18000	Non-Promoter	0	0%	18000	0.08%
•	Noshir Russi Khambatta	12000	Non-Promoter	0	0%	12000	0.05%
•	Neha Agarwal	12000	Non-Promoter	0	0%	12000	0.05%
•	Vibha Kantilal Shah	12000	Non-Promoter	0	0%	12000	0.05%
•	Nanda Ashok Jain	12000	Non-Promoter	0	0%	12000	0.05%
•	Kamalchand Jain	12000	Non-Promoter	0	0%	12000	0.05%
•	Sheetal Agarwal	12000	Non-Promoter	0	0%	12000	0.05%
•	Pushpa Agrawal	12000	Non-Promoter	0	0%	12000	0.05%
•	Harsh Kumar	12000	Non-Promoter	0	0%	12000	0.05%
•	Devender Aggarwal	12000	Non-Promoter	1200	0.01%	13200	0.06%
•	Vaibhav Chaturvedi	12000	Non-Promoter	2400	0.02%	14400	0.06%
	Total	**83,25,000**	**-**	**52,74,400**		**1,35,99,400**	

There will be no change in control in the company consequent to the preferential issue. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

- **Material terms of issue of Equity Shares, to be issued upon conversion of Convertible Warrants, on Preferential Basis**

The Equity Shares to be issued, upon conversion of convertible warrants shall rank pari – passu with the existing Equity Shares of the Company in all respects.

- **Undertaking**

The Company hereby undertakes that:

a) Neither the Company, nor its directors' or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.

c) As the Equity Shares have been listed for a period of more than ninety trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

d) The Company shall re-compute the price of the convertible securities to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

- **The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
1.	Anil Maheshwari	Promoter	Promoter
2.	Sunil Maheshwari	Promoter	Promoter
3.	Aarth AIF Growth Fund	Non-Promoter	Non-Promoter
4.	Meenu Agarwal	Non-Promoter	Non-Promoter
5.	RS Futures LLP	Non-Promoter	Non-Promoter
6.	Aastha Gupta	Non-Promoter	Non-Promoter
7.	Mahabir Tradeventures LLP	Non-Promoter	Non-Promoter
8.	Kumud Bansal	Non-Promoter	Non-Promoter
9.	Saket Agarwal	Non-Promoter	Non-Promoter
10.	Ashu Kumar Aggarwal	Non-Promoter	Non-Promoter
11.	Kankaria Vidhi MahendraKumar	Non-Promoter	Non-Promoter
12.	Vikas Gupta	Non-Promoter	Non-Promoter
13.	Alka Goel	Non-Promoter	Non-Promoter
14.	Mishty Garg	Non-Promoter	Non-Promoter
15.	Vinay Kumar Chawla	Non-Promoter	Non-Promoter
16.	Praveen Kumar Jain	Non-Promoter	Non-Promoter
17.	Kavita Chhabra	Non-Promoter	Non-Promoter
18.	Archana Chawla	Non-Promoter	Non-Promoter
19.	Excellence Corporate Solutions (Partnership Firm Represented by its partners Mr. Naveen Singh and Mr. Saurabh Paliwal)	Non-Promoter	Non-Promoter
20.	Vinay Kumar Chawla HUF	Non-Promoter	Non-Promoter
21.	Shashi Goel	Non-Promoter	Non-Promoter
22.	Aagam Pirodia	Non-Promoter	Non-Promoter
23.	Priya Choudhari	Non-Promoter	Non-Promoter
24.	Anubha atulkumar Agrawal	Non-Promoter	Non-Promoter
25.	Aditya Gupta	Non-Promoter	Non-Promoter
26.	Karan Sachar	Non-Promoter	Non-Promoter
27.	Sarvesh Sharma	Non-Promoter	Non-Promoter
28.	Harsh Garg	Non-Promoter	Non-Promoter
29.	Neha Gargs	Non-Promoter	Non-Promoter
30.	Atul Kumar Agarwal	Non-Promoter	Non-Promoter
31.	Anmol Munjal	Non-Promoter	Non-Promoter
32.	Shweta Jha	Non-Promoter	Non-Promoter
33.	Sanjay Agarwal	Non-Promoter	Non-Promoter
34.	Kaushal Bindlish	Non-Promoter	Non-Promoter
35.	Ankit Garg HUF	Non-Promoter	Non-Promoter
36.	Noshir Russi Khambatta	Non-Promoter	Non-Promoter
37.	Neha Agarwal	Non-Promoter	Non-Promoter

38.	Vibha Kantilal Shah	Non-Promoter	Non-Promoter
39.	Nanda Ashok Jain	Non-Promoter	Non-Promoter
40.	Kamalchand Jain	Non-Promoter	Non-Promoter
41.	Sheetal Agarwal	Non-Promoter	Non-Promoter
42.	Pushpa Agrawal	Non-Promoter	Non-Promoter
43.	Harsh Kumar	Non-Promoter	Non-Promoter
44.	Devender Aggarwal	Non-Promoter	Non-Promoter
45.	Vaibhav Chaturvedi	Non-Promoter	Non-Promoter

- **Practicing Company Secretary's Certificate:**

  The certificate from M/s. Prachi Bansal & Associates., Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.
  This certificate is also placed on the website of the Company: https://www.aaradhyadisposalindustriesltd.in/assets/investors/allotment/pcs_certificate.pdf

- **Other Disclosures**

  a) The Company is in compliance with the conditions of continuous listing under SEBI LODR Regulations.

  b) Neither the Company nor its directors or promoters are categorized as wilful defaulters or fraudulent borrowers as per applicable SEBI guidelines.

  c) The Company has not made any preferential allotment of equity shares/convertible warrants during the year preceding the date of this notice.

  d) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

  e) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).

  f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

  g) The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue.
  h) After Board Meeting PCS certificate to be placed on website of the company i.e. https://www.aaradhyadisposalindustriesltd.in/assets/investors/allotment/pcs_certificate.pdf

- **The Proposed Allottees have confirmed that:**

  - they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
  - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
  - they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

- **Principal terms of assets charged as securities**

  Not Applicable

- **Valuation Report from an Independent Registered Valuer**
  The valuation report of the independent registered valuer has been placed on the website of the company i.e. https://aaradhyadisposalindustriesltd.in/investor/preferential-allotment.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, the approval of the shareholders of the Company for issue and allotment of the Convertible Warrants of the Company to the Proposed Allottees through preferential issue, is being sought by way of a Special Resolution as set out in this Notice.

The Board believes that the proposed preferential issue is in the best interest of the Company and its stakeholders and, therefore, recommends the Special Resolution, as set out in the accompanying Notice in Item No. 3 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions, except to the extent of their shareholding in the Company.

BY ORDER OF THE BOARD OF DIRECTORS OF
AARADHYA DISPOSAL INDUSTRIES LIMITED

Sd/-
SURABHI SINGH RATHOD
Company Secretary
Membership No.: A51301
R/o: Plot No. E-1, A.B. Road,
Dewas, Madhya Pradesh

DATE: SEPTEMBER 16, 2026
PLACE: Dewas (Madhya Pradesh)

FORM MGT-11 PROXY FORM

[Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U21098MP2014PLC032173
Name of the Company:	AARADHYA DISPOSAL INDUSTRIES LIMITED
Registered Office:	PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No./ Client Id:	
DP Id:	

I/We, being the member(s) holding _________________________equity shares of the above-named company, hereby appoint-

(Please State Name, Address, Email Id and Signature)
1. Mr./Mrs._________________________Address: ____having mail ID____________________________________ or failing him/her. Signature ____________________
2. Mr./Mrs._________________________Address: ____having mail ID____________________________________ or failing him/her. Signature ____________________

as my/our proxy to attend and vote (only on a poll) for me/us and on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on THURSDAY, 15th OCTOBER, 2026 at 02 P.M at the registered office of the Company situated at PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001 and at any adjournment thereof in respect of such resolutions as are indicated below:
(Please put a (√) in the appropriate column as indicated below. If you leave columns blank in any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.)

Resolution No.	Subject Matter	For	Against
	Special Business		
1.	CONSIDER ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY		
2.	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY		
3.	ISSUANCE OF UP TO 83,25,000 (EIGHTY-THREE LAKH TWENTY-FIVE THOUSAND) FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS		

Signed this____________ day of ________________2026

Affix Rs. 1 Revenue stamp

Signature of shareholder

Signature of Proxy holder

Signature across the stamp

- This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a Member of the Company.

ATTENDANCE SLIP

Name of the Company:	AARADHYA DISPOSAL INDUSTRIES LIMITED
Registered Office:	PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001

Name of the member(s):		
Name of the Proxy:		
Postal address:		
Regd. Folio No.:		**No. of shares:**
DP- Client ID:		**No. of shares:**

I certify that I am the registered shareholder/proxy for the registered Shareholder of the Company. I/ We hereby record my/ our presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on THURSDAY, 15th OCTOBER, 2026 at 02 P.M. at the registered office of the Company at PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001

Member's / Proxy's name in Block Letters: ___________________________

____

Signature of the Shareholder/Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

AARADHYA DISPOSAL INDUSTRIES LIMITED
(Formerly Known as Aaradhya Disposal Industries Pvt. Ltd.)
CIN: U21098MP2014PLC032173

ROUTE MAP

Venue of the Meeting: PLOT E-1, INDUSTRIAL AREA NO.- 1, A.B. ROAD, Dewas, Dewas, Madhya Pradesh, India, 455001

Route Map: The Mark indicating the venue of Extra Ordinary General Meeting