

DIVYADHAN RECYCLING INDUSTRIES LIMITED

(Formerly known as Divyadhan Recycling Industries Private Limited)

Registered Office: 1803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai 400072.

CIN: U39000MH2010PLC202686 Email ID: varun@divyadhan.in Contact: 7021651982 Website: www.divyadhan.in

Date : 4th September, 2025

To
The Manager- Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

SUB: Notice of 15th Annual General Meeting (AGM) through Video Conferencing Other Audio Visual Means (OAVM)

Dear Sir / Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith the notice of the 15th Annual General Meeting of the members of the Company for the Financial Year 2024-25 scheduled to be held on Monday, September 29, 2025 at 3:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The above information is also available on the Company's website at www.divyadhan.in.

This is for your information and records.

Kindly take the above information on your record.

Thanking you,

For Divyadhan Recycling Industries Limited

Pramod Kumar Gupta
Company Secretary & Compliance Officer
Membership No. A4171

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NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of the members of **Divyadhan Recycling Industries Limited (Formerly Divyadhan Recycling Industries Private Limited)** will be held on Monday, September 29, 2025 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2025 together with the Reports of the Board of Directors and Statutory Auditors thereon:**

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

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

- 2. To appoint a Director in place of Mr. Pratik Pramod Gupta (DIN: 06576759), who retires by rotation at this meeting and being eligible, offers himself for re-appointment:**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Pratik Pramod Gupta (DIN: 06576759), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

Special Business:

- 3. To appoint M/s. Ainesh Jethwa & Associates., as a Secretarial Auditors of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act,

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2013, and pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of M/s. Ainesh Jethwa & Associates., Peer Reviewed Practicing Company Secretary (COP.: 19650, M. No. ACS: 27990 and Peer Review No.: 1727/2022) as the Secretarial Auditors of the Company for a period of five (5) years, commencing from Financial Year 2025-2026 till Financial Year 2029-2030, to conduct the Secretarial Audit and to furnish the Secretarial Audit Report for the aforesaid period.

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

RESOLVED FURTHER THAT the Board of Directors (Including any duly authorised Committee constituted by the Board) and/or Company Secretary be and is hereby severally authorized to do all acts, deeds, and things and take all such steps as may be considered necessary, proper and expedient to give effect to this Resolution."

4. To appoint Mr. Niranjana Dev Sarma (DIN: 06462725) as Non-Executive Non-Independent Director of the Company for a period of five years.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, Mr. Niranjana Dev Sarma (DIN: 06462725), be and is hereby appointed as a Director of the Company in the category of Non-Executive, Non Independent Director, and liable to retire by rotation with effect from 1st October, 2025, for a term of five years, provided that his appointment shall be subject to approval by the shareholders in a general meeting at-least once in every five years, if required.

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RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

By Order of the Board of Directors
Divyadhan Recycling Industries Limited
(Formerly Divyadhan Recycling industries Private Limited)

Pramod Kumar Gupta
Company Secretary & Compliance officer

Place: Mumbai
Date: 03-09-2025

Registered Office:-
1803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai -
400 072, Maharashtra, India

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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 EGM/ AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue.

In compliance with applicable provisions of the Act read with MCA circulars and SEBI Circular, the 15th AGM of the Company is being conducted through VC/OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/ OAVM facility, the Route Map is not annexed to this notice.

2. Since this AGM is being held pursuant to the Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the 15th AGM through VC/OAVM and participate and cast their votes through e-voting.
3. The Members can join the ensuing 15th AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 15th AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the ensuing 15th AGM without restriction.
4. The attendance of the Members attending the 15th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of

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the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular collectively, the Notice calling the 15th AGM has been uploaded on the website of the Company at www.divyadhan.in. 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 respectively and the 15th AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
6. 15th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular collectively and Securities and Exchange Board of India ("SEBI") ("Circular of SEBI collectively").
7. Corporate Members intending to send their authorized representative to attend the Meeting are requested to submit a duly certified copy of the Board Resolution/ Power of Attorney/other valid authority, authorising their representative to attend and vote along with specimen signature of Authorised representative(s) by e-mail to cs@divyadhan.in before the commencement of the 15th AGM.
8. Details of the Directors seeking appointment/re-appointment at the 15th AGM are provided in Annexure A of this Notice. The Company has received the requisite consent/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
9. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item No(s). 3 to 4 forms part of this Notice. Further, relevant information pursuant to Regulation(s) 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
10. In case of joint holders attending the 15th AGM, the member whose name appears as the first holder in the order of names as per Register of Member will be entitled to vote, provided the votes are not already cast by remote e-voting.
11. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during the Business hours on all working days except Saturday and

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Sunday up to the date of the 15th Annual General Meeting.

- 12. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@divyadhan.in on or before 24th September, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**
- 13. Those shareholder who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3(three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speaker and number of questions depending on the availability of time for the AGM.**
- 14. In accordance with MCA Circulars collectively and SEBI Circular collectively, the Notice of 15th AGM along with the Annual Report for 2024-25 inter alia indicating the process and manner of remote e-voting and voting through video conferencing is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Skyline Financial Services Pvt Ltd ("RTA") / Depositories. Members may note that the Notice of the 15th AGM along with the Annual Report 2024-25 is also available for download on the website of the Company at <https://divyadhan.in/Investor/> and on the websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited at www.nseindia.com.**
- 15. For receiving all communication (including Notice and Annual Report) from the Company electronically:**
 - (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at cs@divyadhan.in. or to the Company's RTA at info@skylinerta.com.**
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories**

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16. Members will be able to attend the 15th AGM on September 29, 2025 through VC/ OAVM or view the live webcast by logging on to the e-voting website of NSDL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available.

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

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

19. Remote e-voting Facility:-

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).

b. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 25, 2025

c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

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d. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on September 25, 2025 (cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.

e. M/s. Ainesh Jethwa & Associates., Peer Reviewed Practicing Company Secretary (COP.: 19650,M. No. ACS: 27990 and Peer Review No.: 1727/2022) has been appointed as a Scrutinizer for conducting the remote e-voting and voting through video conferencing in fair and transparent manner.

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

The remote e-voting period begins on Friday, September 26, 2025 at 9:00 A.M. and ends on Sunday, September 28, 2025, at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25.09.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25.09.2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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.2. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting3. If you are not registered for IDeAS e-Services, option to register is available at

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	<p>https://eservices. nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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</p>

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	<p>my easi username & password.</p> <ol style="list-style-type: none">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.

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	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.
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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.co.in 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 a 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.

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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- 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.

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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.co.in 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 entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box

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 General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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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 info@csainesjhethwa.com with a copy marked to evoting@nsdl.co.in. 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 (Name of NSDL Official) at evoting@nsdl.co.in

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@divyadhan.in
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@divyadhan.in 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.co.in 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

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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 15th AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 15th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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.

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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@divyadhan.in. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.
20. The results declared along with the report of the Scrutinizer will be placed on the website of the Company i.e. www.divyadhan.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to National Stock Exchange of (India) Ltd, Mumbai.
21. Dr. Pramod Kumar Gupta, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details and Address: Registered Office of Company, i.e 803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai - 400 072, Maharashtra, India, Telephone No.: 89284 34702 E-mail: cs@divyadhan.in;

By Order of the Board of Directors
Divyadhan Recycling Industries Limited
(Formerly Divyadhan Recycling industries Private Limited)

Place: Mumbai
Date: 03-09-2025

Pramod Kumar Gupta
Company Secretary & Compliance officer

Registered Office:-

1803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai - 400 072, Maharashtra, India

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Explanatory Statement

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

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

ITEM NO. 3

Pursuant to Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report to its Board's Report, which is prepared under Section 134(3) of the Act. In addition, Regulation 24A of the SEBI Listing Regulations mandates that every listed entity must conduct a Secretarial Audit and annex the report to its Annual Report.

SEBI vide its notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the Listing Regulations). The amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (the circular), is required to undertake Secretarial Audit through a peer reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, annual report of the Company.

As per the amended Regulation 24A of the Listing Regulations, every listed Company on the recommendation of the Board of Directors shall appoint Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ainesh Jethwa & Associates., Peer Reviewed Practicing Company Secretary (COP.: 19650, M. No. ACS: 27990 and Peer Review No.: 1727/2022) as the Secretarial Auditors of the Company for a term of five consecutive years commencing from Financial Year 2025-2026 till Financial Year 2029-2030 to conduct Secretarial Audit and issue the Secretarial Audit Report of the Company for the said period, subject to the approval of shareholders.

In recommending of M/s. Ainesh Jethwa & Associates., Peer Reviewed Practicing Company Secretary, the Audit Committee and the Board considered several

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parameters including:

- Secretarial Auditors prior experience in the Company's business segments,
- Capability to manage complex and diverse corporate environments,
- Industry reputation, clientele, and technical proficiency.

M/s. Ainesh Jethwa & Associates is a well-established proprietor firm of Practicing Company Secretary, registered with the Institute of Company Secretaries of India (ICSI), and holds a valid peer review certificate. He is led by experienced professionals with domain expertise across corporate governance, legal compliance, advisory services, litigation support, and due diligence. The team's collective knowledge and professional ethics align well with the compliance and governance standards expected by the Company.

Key terms of appointment:

- Tenure: April 1, 2025 to March 31, 2030 (five financial years).
- Remuneration for FY 2025-26: Rs. 65,000/- (Rupees Sixty-Five Thousand only) plus applicable taxes and out-of-pocket expenses.
- Basis of Fee Determination: Scope of audit, experience of the audit team, time required, and domain expertise.
- Future Remuneration: The remuneration for subsequent years (FY 2026 to FY 2029) shall be reviewed and approved by the Board and/or Audit Committee time to time.

M/s. Ainesh Jethwa & Associates has provided its written consent to act as the Secretarial Auditors of the Company and has confirmed its eligibility under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item. The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Your Directors recommend the ordinary resolution as set out at Item No. 4 for the member's approval.

ITEM NO. 4

Based on the recommendation of the Board of Directors and Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 3rd September, 2025, approved the proposal for appointment of **Mr. Niranjana Dev Sarma**

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(DIN: 06462725) as a Non-Executive, Non-Independent Director of the Company for a term of five years, subject to the approval of the members at the ensuing Annual General Meeting ("AGM").

Mr. Niranjana Dev Sarma has furnished the following statutory disclosures/declarations:

1. Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164(1) and 164(2) of the Act.
2. Declaration confirming that he is not debarred from holding the office of director by virtue of any SEBI order or order of any other authority and has consented to act as a Director of the Company.
3. Form MBP-1 disclosing his concern or interest in other company(ies) as required under Section 184(1) of the Act.

The Board noted that Mr. Niranjana Dev Sarma (DIN: 06462725) has rich experience in business, strategy, leadership, finance, risk management etc. as more particularly set forth in his profile below. Further, the Board is determined that the appointment of Mr. Niranjana Dev Sarma would be beneficial to the Company. Mr. Niranjana Dev Sarma is not inter-se related to any other Director or Key Managerial Personnel of the Company. He does not hold equity shares of the Company by herself or on a beneficial basis.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item. The Board recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

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Details of Director seeking appointment /re-appointment or whose terms of remuneration are being revised at the 15th Annual General Meeting to be held on September 29, 2025, pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:

Name	Pratik Pramod Gupta	Niranjan Dev Sarma
DIN No.	06576759	06462725
Age	37 years (10 th June 1988)	74 (10 th October, 1950)
Date of Appointment	14/04/2013	01/10/2025
Position held	Executive Director & Chief Financial Officer	Non-Executive Non-Independent Director
Qualification	Master's in business law	Graduation B.Tech in Textile Industry
Experience (including expertise in specific functional area) / Brief Resume	He has an experience of around 10 years in Recycled Polymer space.	He has an experience of around 40 years in Recycled Polymer space.
Other Directorship	<ol style="list-style-type: none">Company name- Medilia Limited CIN- U24299DL2021PLC381855 Designation- DirectorCompany name- Proma Carbons Private Limited CIN- U19201MH2024PTC430645 Designation- DirectorCompany name- Proma Industries Limited CIN- U51101RJ1990PLC005581 Designation- DirectorCompany name- Vinpro Recycletech Private Limited CIN- U22209MH2022PTC391609 Designation- DirectorCompany name- Associated Textile Industries Private Limited	<ol style="list-style-type: none">Company name- Shivam Syncotex Private Limited CIN- U17119RJ2009PTC029044 Designation- Director

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	CIN- U17200MH2002PTC135575 Designation- Director 6. Company name- Proma Greentech Private Limited CIN- U22209GJ1998PTC033741 Designation- Director	
Shareholding in the Company	49,98,816	NIL
Names of the Listed Companies in which he holds Directorship/ Committee Membership	Director in: Divyadhan Recycling Industries Limited Committee Membership: Nil	Director in: Nil Committee Membership: Nil
Job Profile & Suitability	To Manage and control function of Finance and day to day affairs of Company under the superintendence, control and directions of the Board of Directors of the Company	To Manage and control function of Production Department.
Terms and conditions of re-appointment/appointment	Appointed as a Director liable to retire by rotation.	Appointed as a Director liable to retire by rotation.
Remuneration proposed to be paid	Rs. 2,00,000/- per month	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Details of meeting attended and Remuneration last drawn	All the Board meetings held during the year 2024-25 Mr. Pratik Gupta has been appointed as Chief Financial officer on 23/01/2024, he received a remuneration of Rs. 1,00,000 /- per month in financial year 2023-24 in the capacity of CFO and Director.	Not Applicable
disclosure of relationships between directors inter-se;	Not Applicable	Not Applicable

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By Order of the Board of Directors

Divyadhan Recycling Industries Limited

(Formerly Divyadhan Recycling industries Private Limited)

Pramod Kumar Gupta

Company Secretary & Compliance officer

Place: Mumbai

Date: 03-09-2025

Registered Office:-

**1803, Lodha Supremus, Saki Vihar Road, Opp. Telephone Exchange, Powai, Mumbai - 400
072, Maharashtra, India**