

Nupur Recyclers Limited

(Formerly known as Nupur Recyclers Private Limited)

CIN - L37100DL2019PLC344788

Date: 06.10.2023

To
The Manager- Listing Compliance
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla complex, Bandra (E), Mumbai 400051.

SUB: NOTICE OF 01ST EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015


Scrip Code: NRL; ISIN: INE0JM501013


Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice (including e-voting instructions) convening the 01st Extra Ordinary General Meeting (“EGM”) of the Company to be held as per below schedule:


S. No.	Particulars	Information
1	Day and date	Monday, October 30, 2023
2	Time	03:00 P.M. (IST)
3	Mode	Through Video Conferencing / Other Audio-Visual Means (OAVM)
4	Cut-off date for determining eligibility for e-voting pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014	Monday, October 23, 2023
5	Remote e-voting period pursuant to Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	From: Friday, October 27, 2023 at 09:00 A.M.(IST) To: Sunday, October 29, 2023 at 05:00 P.M. (IST).

The aforesaid Notice is also available on the website of the Company at <https://www.nupurrecyclers.com/general-meeting.html>

compliance@nupurrecyclers.com 

011 - 35008711, +91 - 955101552 

www.nupurrecyclers.com 

Reg. Off. - Plot No. 5, KH 12/8, 9 KH - 12, Arjun Gali,
New Mandoli, Industrial Area, East Delhi - 110093 

Corporate Off. - Plot 03, F.I.E., Patparganj, New Delhi - 110092 

This is for your information and record.

Thanking you,

Yours faithfully,

FOR NUPUR RECYCLERS LIMITED

For NUPUR RECYCLERS LIMITED

Shilpa
Company Secretary

Shilpa Verma
Company Secretary & Compliance officer
M. No: - F10105

Encl: As above



NUPUR RECYCLERS LIMITED
(Formerly Known as Nupur Recyclers Private Limited)
Regd. Office: Plot No. 5, G/F, KH No. 12/8 & 12/9, KH-12,
Arjun Gali, New Mandoli Industrial Area, Delhi- 110093
CIN: L37100DL2019PLC344788, **Website:** www.nupurrecyclers.com,
E-mail ID: compliance@nupurrecyclers.com **Tel :** +91-8882704751

Notice of 01st Extra Ordinary General Meeting

NOTICE is hereby given that the 01st Extra Ordinary General Meeting of the Members of **Nupur Recyclers Limited** will be held on Monday, October 30, 2023 at 03:00 P.M. IST through Video Conferencing (“VC”)/other Audio Visual Means (“OAVM”) Facility to transact the following business:

SPECIAL BUSINESS

Disinvestment in Overseas Material Subsidiary (M/s DANTA LLC)

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 Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force) and such other applicable provisions, if any and the Memorandum & Articles of Association of the Company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) to sell and transfer, the entire investments held in DANTA LLC, a Material Subsidiary of the Company in Sharjah, UAE to M/s Gulf Global Trade LLC, and to get remitted the sales consideration in one or more tranches, on such terms and conditions and in such manner as provided in the explanatory statement or as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), such other document(s), by whatever name called and to do all acts, matters and things as may be necessary in this regard and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or



approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other Officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

**By order of the Board of Directors
For Nupur Recyclers Limited
(Erstwhile Nupur Recyclers Private Limited)**

Sd/-
Shilpa Verma
Company Secretary & Compliance Officer
M.No : F10105

Place: New Delhi
Date: 04.10.2023

NOTES :

- 1 In compliance with circular issued by the Ministry of Corporate Affairs (MCA) viz. Circular No.20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars"), this EGM is to be convened through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC only.
2. The Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the EGM through VC and e-voting during the EGM. The procedure for voting through remote e-voting, e-voting during EGM and participating in EGM through VC is explained at Notes below and is also available on the website of the Company at www.nupurrecyclers.com.
3. The deemed venue for the 01st EGM shall be the Registered Office of the Company.
- 4 **PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS EGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
- 5 The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning the businesses set out above along with the required details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
- 6 Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the EGM.

- 7 The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the EGM upon login at CDSL e-voting system at www.evotingindia.com.
8. Dispatch of Notice of EGM through electronic mode:

In accordance with, the above referred circulars, the Notice of this EGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
- 9 In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- 10 All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the EGM through electronic mode. Members seeking inspection can send an email in advance to compliance@nupurrecyclers.com.
- 11 Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 01st EGM and login details for joining the 01st EGM through VC facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company at compliance@nupurrecyclers.com or to/RTA at: info@skylinerta.com.
- 12 The Notice of EGM is available on the website of the Company at www.nupurrecyclers.com and also on the website of the Stock Exchange at www.nseindia.com. Notice of EGM is also available on the website of CDSL at www.evotingindia.com. However, a member may also demand hard copies of the same via. writing us at compliance@nupurrecyclers.com.
- 13 The attendance of the Members attending the EGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

General Instructions for Remote e-voting and e-voting during Extra Ordinary General Meeting:

- 1 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
2. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

THE INSTRUCTIONS OF MEMBERS FOR REMOTE AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OVAM ARE AS UNDER:

- 1 The voting period begins from 9.00 A.M. (IST) October 27, 2023 and ends on 5.00 P.M. (IST) October 29, 2023. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2 Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3 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.
- 4 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration /Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 or joining virtual meeting & voting during the meeting.
- 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/Ideas DirectReg.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 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 1800 22 55 33

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 toll free no.: 1800 1020 990 and 1800 22 44 30

5 Login method for e-Voting and joining virtual meetings for shareholders other than individuals shareholders holding in Demat form & Physical shareholders.

a The shareholders should log on to the e-voting website www.evotingindia.com

b Click on “Shareholders” module.

c Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

- d Next enter the Image Verification as displayed and Click on Login.
- e 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.
- f If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN 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 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.

- 6 After entering these details appropriately, click on “SUBMIT” tab.
7. 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.
- 8 For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 9 Click on the EVSN for the relevant <Nupur Recyclers Limited> on which you choose to vote.
- 10 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.

- 11 Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 12 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.
- 13 Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 14 You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 15 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.
- 16 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@nupurrecyclers.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- b The link for VC/OAVM to attend meeting will be available where the expertis of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- d Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f 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.
- g Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@nupurrecyclers.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@nupurrecyclers.com. These queries will be replied to by the company suitably by email.
- h Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i Only those shareholders, who are present in the EGM 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 available during the EGM.

- j If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) 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 attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

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 on 1800 22 55 33.

- 17 Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. October 23, 2023 may follow the same instructions as mentioned above for e-voting.
- 18 Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- 19 The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of October 23, 2023 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

- 20 The Company has appointed M/s Arun Goel & Associates, Practicing Company Secretary (Membership No. : FCS 9892 and CP No 12508) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner.
- 21 The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- 22 The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nupurrecyclers.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (“SS-2”) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SECRETARIAL STANDARDS”).

ITEM NO. 1

The members of the Company are apprised that upon the recommendation of Audit Committee, the Board of Directors of the Company (“**Board**”) in its meeting held on October 4, 2023 has approved the disinvestment of Company’s entire investment (i.e. 51 shares representing 51% stake, each share having nominal value of 1,000 AED) in Danta LLC, UAE (“**DANTA**”), a material subsidiary of the Company, to M/s /s Gulf Global Trade LLC (“**Investor**”) (“**Transaction**”), subject to necessary regulatory, statutory and other approvals and fulfilment of other conditions precedent.

The Board, keeping in view that the DANTA is not able to achieve the desired performance goals, consider that it is prudent to withdraw investment from the overseas Subsidiary and contemplates the proposed disinvestment in the best interest of the Company.

Details of transactions are as follows:

Sr. No.	Particulars	Details
1	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Financial as on 31.03.2023 Turnover Contributed– INR 8798.78 Lakhs Percentage of the turnover contributed : 47.09% Net Worth Contributed- INR 318.02 Lakhs Percentage of the Networth contributed : 4.34%
2	Date on which the agreement for sale has been entered into;	The MOU has entered on 04.10.2023.
3	The expected date of completion of sale/disposal;	31.12.2023
4	Consideration received from such sale/disposal;	Not Applicable
5	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	M/s Gulf Global Trade LLC having registered office of the company situated at 4061, Megamall Tower, BU Daniq, AL Qassimia, Sharjah, UAE. The Buyer is not related to the promoter/promoter group/group companies.

6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”;	The transaction does not fall within related party transactions.
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The Company at the same time is in the process of scoping other viable projects and business opportunities.

Under Regulation 24(5) and (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), without the prior approval of shareholders via passing a Special Resolution at a General Meeting, a listed entity shall not dispose of its’ entire shareholding in its material subsidiary.

Hence, in terms of the Regulation 24 (5) and (6) of the SEBI Listing Regulations, shareholders’ approval is being sought to enable the Company to sell its entire investment.

The Board accordingly recommends the Special Resolutions set out at Item No. 1 of this Notice for approval by the members by way of special resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

**By order of the Board of Directors
For Nupur Recyclers Limited
(Erstwhile Nupur Recyclers Private Limited)**

Sd/-
Shilpa Verma
Company Secretary & Compliance Officer
M.No : F10105

Place: New Delhi
Date: 04.10.2023