

Date: 23.03.2026

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

NSE Symbol: URBAN
ISIN: INE000201019

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Postal Ballot Notice (E-Voting)

Dear Sir,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot, which has been dispatched to the members of the company on Monday, 23rd March, 2026 for seeking their approval for the resolutions as set out in the aforesaid Notice of postal Ballot.

The Notice of Postal Ballot can be assessed/downloaded from the Company's website at <https://urbanenviroltd.com/>.

In terms of the MCA Circulars, the company has sent the Postal Ballot Notice in electronic form only to those members of the Company whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on Friday, 20th March, 2026 ('Cut-off date') and who have registered their email ids with their Depository Participants/ Company. In accordance with the relaxations specified under the MCA Circulars, the Company has not sent hard copies of the Postal Ballot Notice along with postal ballot forms to the members.

The Board of Directors of the Company has appointed M/s. Kunal Dutt & Associates, Practicing Company Secretaries (Membership No: F8831 & Certificate of Practice No. 10188) Nagpur, to act as Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the members of the Company. The remote e-voting facility will be available at www.evoting.nsdl.com and the members holding shares either in physical form or in electronic form as on cut-off date (i.e., 20.03.2026) shall only be entitled for availing the remote e-voting facility. Please make note of the following dates for e-voting:

Date and time of commencement of remote e-voting	Tuesday, 24th day of March, 2026 at 9.00 A.M. (IST)
Date and time of end of remote e-voting.	Wednesday, 22nd day of April, 2026 at 5.00 P.M. (IST)
Cut-off date for E-Voting	Friday, 20th March, 2026

Members who have not registered/updated their e-mail ids are requested to register/update the same with their respective Depositories/ Depository Participant(s) or RTA i.e. Bigshare Services Private Limited or the Company by following the procedure provided in the Postal Ballot Notice in respect of their shareholding for sending future communications in electronic form.

This is for your kind information and record.

Thanking you,

Yours faithfully,

For URBAN ENVIRO WASTE MANAGEMENT LIMITED

(Shraddha Kulkarni)
Company Secretary & Compliance Officer



URBAN ENVIRO WASTE MANAGEMENT LIMITED

CIN: L90000MH2011PLC218213

Regd. Office: 26, Matey Square, BPCL Petrol Pump Gopal Nagar Road, Nagpur 440022, Maharashtra, India.

Email: info@urbanenv.in ; Website: <https://urbanenviroltd.com/home> ; Phone Number:0712-2996029

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of Urban Enviro Waste Management Limited (“the Company”) by means of Postal Ballot, only by way of remote e-Voting process (“e-Voting”), pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time)

In compliance with the circular issued by Ministry of Corporate Affairs (‘MCA’) no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘MCA Circulars’), this Postal Ballot Notice (“Notice”) is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (‘DP’)/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-Voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed M/s, Kunal Dutt & Associates (Proprietor), Practising Company Secretaries (Membership No: F8831 & Certificate of Practice No. 10188) to act as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for providing remote e-voting facilities to the Members.

The remote e-voting will commence from **9:00 am (IST) on Tuesday, 24th day of March, 2026** and ends at **5:00 pm (IST) on Wednesday, 22nd day of April, 2026**.

The Scrutinizer will submit its report to the Chairman of the Company, or any person as authorized by him, upon completion of scrutiny of the votes casted through e-voting in fair and transparent manner. The results shall be declared **on or before Friday, 24th day of April, 2026** and communicated to the National Stock Exchange of India Limited. The results will also be uploaded on the Company’s website <https://urbanenviroltd.com/home> and as well as on the website of NSE <https://www.nseindia.com/>.

SPECIAL BUSINESS:

1. To increase the Authorised Share Capital of the Company and to consequently alter the Capital Clause of the 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 Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Articles of Association of the Company, and subject to such approvals and consents as may be necessary, 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 Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by the creation of additional share capital of Rs.3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions of the Act, if any, the existing Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be and is hereby altered by deleting the same and substituting in its place the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised to take all such steps, actions and measures as may be necessary, proper or expedient, including the filing of necessary forms with the Registrar of Companies and other regulatory authorities, signing and execution of documents, deeds and writings, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

2. To Approve Issuance of Convertible Warrants to the Promoters and Non-Promoter Categories of Persons, on a 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 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), as amended from time to time, and other applicable laws, rules, regulations, circulars and guidelines, notifications, clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including National Stock Exchange of India Limited (“NSE”) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, permissions, sanctions and consents as may be necessary or required from the applicable regulatory authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, if any, and which may be agreed by the Board of Directors of the Company (“Board”, which term shall include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to, offer, issue and allot from time to time, in one or

more tranches, upto 32,00,000 (Thirty Two Lakhs only) convertible warrants (“**Warrants**”), at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant with a right to the Warrant holders to subscribe for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company (“**Equity Shares**”) at a premium of Rs. 140/- (Rupees One Hundred Forty Only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating upto Rs. 48,00,00,000/ (Rupees Forty Eight Crores Only) by way of preferential issue on private placement basis to the below mentioned promoter and non-promoter allottees (“**Proposed Allottees**”), for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act (“**Preferential Issue**”):-

Sr. No	Name of the Proposed Allottee*	Type of proposed allottees	Category of proposed allottees	Maximum number of warrants to be offered **	Consideration (in Rs.)
1	Mr. Suresh Sharma	Individual	Promoter	Upto 27,55,200	Upto Rs. 41,32,80,000
2	Mr. Vikas Sharma	Individual	Non-promoter	Upto 4,44,800	Upto Rs. 6,67,20,000
Total				Upto 32,00,000	Upto Rs. 48,00,00,000

*The mentioned proposed allottees are the Ultimate Beneficial Owners.

**Once warrants are exercised, each warrant shall be converted into 1 (One) fully paid-up equity share of the Company.

RESOLVED FURTHER THAT the ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Equity Shares and Warrants proposed to be allotted to the above mentioned allottees shall be 23rd March, 2026, being the date 30 days prior to the date of passing of this resolution through Postal Ballot i.e. 22nd April, 2026 and further the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. 23rd March, 2026.

RESOLVED FURTHER THAT the minimum price of the Warrants so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws. The Issue Price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant, for preferential issue is not less than the floor price arrived at in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue and allotment of Warrants and allotment of equity shares upon conversion of such Warrants, shall be subject to the applicable law and the terms and conditions as set out herein and in the explanatory statement: -

- a. The Warrant holder shall, subject to SEBI ICDR Regulations and other applicable Rules and Regulations, and laws) hereof, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares in dematerialized form of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;
- b. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable in one or more tranches before or at the time of allotment of the equity shares pursuant to exercise of options against each such Warrant by the Warrant holder.
- c. The Warrants shall be issued and allotted in dematerialized form within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment is pending on account of receipt of approvals from any regulatory authority or Stock Exchange, the allotment shall be completed within 15 days from the date of receipt of such approvals.
- d. Subject to clause a) hereof, in the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- e. None of the Proposed Allottees, either individually or together with Persons Acting in Concert (“PAC”), shall be allotted such number of warrants as would result in their shareholding exceeding the limits

prescribed under the SEBI ICDR Regulations at the time of allotment of the warrants. The Company further clarifies that the issuance of warrants does not result in any increase in voting rights. Any increase in voting rights shall occur only upon conversion of the warrants into equity shares, and the Proposed Allottees shall be solely responsible for compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including any open-offer obligations that may arise at the time of such conversion.

- f. The price determined above and the number of Equity Shares to be allotted upon conversion of the Warrants shall be subject to appropriate adjustments as required / permitted under the rules, regulations and laws, as applicable from time to time;
- g. The issue price of the Warrants shall be not less than the floor price determined in accordance with Regulation 164 and Regulation 166A of Chapter V of the SEBI ICDR Regulations, 2018.
- h. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of members of the Company;
- i. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- j. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company
- k. The equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- l. The Warrants shall not carry any voting rights until they are converted into equity shares;
- m. The Warrant Issue Price and/or the number of equity shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants
- n. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- o. The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations; and
- p. In case of any shortfall in subscription amount by any Allottee(s), the Board / Board Committee shall have power to allow inter-se change in warrant allocation.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under the applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS 5 and to issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the amount received by the Company pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Act and rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and its duly authorised Committee be and are hereby jointly and/or severally authorised on behalf of the Company to do all such other acts, deeds, matters and things including further delegation thereof to any of the Director or Key Managerial Personnel, as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:-

- i. To issue and allot the Warrants and the detailed terms and conditions of the issue and determine such number of equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. To negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to give effect to the above resolutions, including to make applications to the applicable Regulatory Authorities, including applications to the Stock Exchanges for obtaining in-principal approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. To vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or

- deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. To resolve and settle any matter, question, difficulty or doubt that may arise in regards to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
 - v. To issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of SEBI ICDR Regulations, SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
 - vi. To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies/firm(s), intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis;
 - vii. To undertake all such actions and compliances as may be necessary, \desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable laws including SEBI ICDR Regulations and SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

3. To approve raising of funds by way of issuance of Equity Shares through Qualified Institutions Placement (QIP)

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62,179 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other rules and regulations made thereunder (including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, the listing agreements entered into by the Company with National Stock Exchange of India Limited where the equity shares of face value of Rs. 10/- each of the Company are listed (Stock Exchanges) and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges, the Government of India (“GOI”) and such other governmental/ statutory/regulatory authorities, to the extent applicable and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, or any other concerned governmental/statutory/regulatory authority (“Appropriate Authorities”), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (“Board”, which term shall include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the approval of the Members be and is hereby accorded to the Board in its absolute discretion, to create, issue, offer and allot such number of, Equity Shares , for cash, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the Lead Managers and/or other advisor(s) or otherwise, for an aggregate amount upto Rs. 32,00,00,000/- (Rupees Thirty Two Crores only), (inclusive of such premium to market price or prices permitted under applicable law), through one or more qualified institutions placement (“QIP”) in accordance with the provisions of Chapter VI of SEBI ICDR Regulation

to eligible qualified institutional buyers (“QIB”) as defined in the SEBI ICDR Regulations, in such tranche or tranches, by way of an issue of Equity Shares with or without premium, to be subscribed by QIBs as per extant regulations/guidelines on such other terms and conditions as may be mentioned in the placement document and/or private placement offer letter (along with the application form), and/or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the Lead Managers and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Appropriate Authorities, including issue of Equity Shares and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company;
2. The allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations and other relevant laws/guidelines, from time to time;
3. The Equity Shares proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be allotted on fully paid-up basis and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
4. the Equity Shares created, offered, issued and allotted under QIP in terms of this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any
5. The allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ` 250 Crore) or five (in case the issue size is more than ` 250 Crore), as applicable, or such other limit as may be permitted under applicable laws and QIB belonging to the same group or who are under same control shall be deemed to be a single allottee.
6. The “relevant date” in accordance with Regulation 171(b) of the SEBI ICDR Regulations for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and other applicable law.
7. Issue and allotment of Equity Shares made by way of a QIP shall be made at such price which is not less than the price determined in accordance with pricing formula provided under Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“QIP Floor Price”) and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The Board, or a duly constituted committee thereof, may, however, at its absolute discretion in consultation with the Lead Managers to issue Securities at a discount of not more than five percent (5%) or such other discount as may be permitted under applicable regulations to the QIP Floor Price.
8. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to promoters of the Company in terms of the SEBI ICDR Regulations.
9. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of QIP to be undertaken pursuant to this Special Resolution
10. In accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
11. The Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.
12. The Equity Shares so issued shall be listed on the Stock Exchange(s) where the equity shares of the Company are presently listed, subject to obtaining necessary approvals.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue in accordance with the terms of the Issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, determination of the number of Equity Shares, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, listing, premium/discount, permitted under applicable law (now or hereafter), allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required, in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the QIP give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the Lead Managers or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of Lead Managers, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised by the members of the Company to seek the listing of Equity Shares on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board or duly constituted committee, thereof is authorised by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any director of the Company or the Company Secretary be and is hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution and be authorised to intimate the same to the Stock Exchanges and make other statutory and/or regulatory filings, if any on behalf of the Company.”

**By Order of the Board of Directors
For Urban Enviro Waste Management Limited**

Sd/-

Shraddha Kulkarni

(Company Secretary)

Membership No: A71684

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this Postal Ballot Notice.
2. The Board of Directors of the Company at its meeting held on 11th March, 2026 has appointed M/s Kunal Dutt & Associates, Practising Company Secretaries (Membership No: F8831 & Certificate of Practice No. 10188) to act as Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the e-Voting will be announced not later than 2 working days of the conclusion of the e-Voting and the same will be communicated to the National Stock Exchange of India Limited and shall also be available on the Company’s website <https://urbanenviroltd.com/home> and on the website of NSDL www.evoting.nsdl.com and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-Voting i.e. **Wednesday, 22nd day of April, 2026.**
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 20th day of March, 2026 (“Cut-Off Date”)** received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://urbanenviroltd.com/home> , the website of the Stock Exchange (i.e. NSE Limited www.nseindia.com) and also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
6. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@urbanenv.in from their registered e-mail addresses mentioning their names, folio numbers/ DP ID and Client ID.
7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) or with RTA- Bigshare Services Pvt. Ltd. to update the Email Id, Mobile No., PAN No. and Bank Details.
8. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the Notice of postal ballot is dispatched via E-mail, an advertisement will be published in at least one English language and one vernacular language newspaper.

9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. The Scrutinizer will submit its report to the Chairman of the Company after the completion of scrutiny and the result of the e-voting will be announced by the Chairman or any person authorized by him, on or before **Friday, 24th day of April, 2026** at the Registered Office of the Company and will also be displayed on the website of the Company i.e., <https://urbanenviro ltd.com/home> besides being communicated to the National Stock Exchange of India Limited (NSE) and NSDL.
11. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (remote e-voting) only. The e-voting facility is provided by NSDL.
12. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent (“Bigshare Services Private Limited”) or the concerned Depository Participant(s), as the case may be:
 - (a) the change in the residential status on return to India for permanent settlement; and
 - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

THE GENERAL INFORMATION AND INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- i. The voting period begins **9:00 am (IST) on Tuesday, 24th day of March, 2026** and ends at **5:00 pm (IST) on Wednesday, 22nd day of April, 2026**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th day of March, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. 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 shareholder’s/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.

- iii. 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.

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>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.</p> <p>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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kunaldutt9@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@urbanenv.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@urbanenv.in . If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item no 01: To increase the Authorised Share Capital of the Company and to consequently alter the Capital Clause of the Memorandum of Association of the Company.

The present Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

In order to facilitate the proposed fund-raising initiatives of the Company through Qualified Institutions Placement (QIP) and issuance of convertible warrants on a preferential basis to Promoters and Non-Promoters, and to ensure sufficient Authorised Share Capital for issuance of equity shares arising out of such transactions, as well as to meet the Company's future capital requirements, it is proposed to increase the Authorised Share Capital of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on March 11, 2026 approved the proposal for increase in the Authorised Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional Rs. 3,00,00,000/- (Rupees Three Crore only) divided into 30,00,000 (Thirty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

Consequent upon the proposed increase in the Authorised Share Capital, it is necessary to alter Clause V (Capital Clause) of the Memorandum of Association of the Company so as to reflect the revised authorised share capital. Such alteration requires approval of the Members of the Company pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Memorandum of Association of the Company, together with the proposed alteration, will be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the Members.

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

Item no 02: To Approve Issuance of Convertible Warrants to the Promoters and Non-Promoter Categories of Persons, on a Preferential Basis

The Board of Directors of the Company ("Board"), at its meeting held on March 11, 2026, subject to approval of the members of the Company, approved the proposal to raise funds by way of issuance of up to 37,00,000 (Thirty Seven Lakh) Fully Convertible Warrants ("**Warrants**"), each carrying a right to subscribe to one Equity Share of face value ₹10/- each, at an issue price to be determined in accordance with Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), aggregating up to ₹50,00,00,000/- (Rupees Fifty Crores Only), on a preferential basis to promoters and non-promoter category persons.

The Warrants shall be convertible into Equity Shares in one or more tranches within a period of 18 (eighteen) months from the date of allotment, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules made thereunder.

Further, the Board, at the aforesaid meeting, constituted a Management Committee of Directors and authorized it to determine the detailed terms and conditions of the issue, including the exact number of Warrants to be issued, issue price, and other related matters, within the overall limits approved by the Board.

Pursuant to the authority delegated by the Board, the Management Committee, at its meeting held on March 22, 2026, approved the issuance of 32,00,000 (Thirty Two Lakh) Warrants at an issue price of ₹150/- per Warrant (including a premium of ₹140/- per Warrant), aggregating up to ₹48,00,00,000/- (Rupees Forty Eight Crores Only), to the proposed allottees belonging to promoter and non-promoter categories ("**Proposed Allottees**"), in compliance with the provisions of Chapter V of the SEBI ICDR Regulations, as amended, and Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder.

The details of the proposed Preferential Allotment and other particulars as required in terms of the Act read with relevant Rules of the Companies (Prospectus and Allotment of Securities) and Chapter V of the SEBI ICDR Regulations and the Act, are as under: -

1. Object of the Preferential Issue:

The Company proposes to raise an amount not exceeding Rs. 48,00,00,000/- (Rupees Forty-Eight Crores Only) by issuance of convertible warrants on a preferential basis.

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects: -

- I. **Working Capital Requirements:** The Issue Proceeds shall be utilised towards meeting the working capital requirements of the Company, including funding of operational expenses, requirement of security deposits, and other business requirements in the ordinary course of business.
- II. **Capital Expenditure (CAPEX):** Considering the projected growth in operations, existing order book, and anticipated award of new contracts, the management has assessed a requirement of approximately ₹15–20 crore towards capital expenditure for procurement of additional fleet assets, including pickup trucks, tippers, and road sweeping vehicles.

Based on past execution experience and contractual obligations, it is estimated that approximately 200 new vehicles will be inducted over the next two years to effectively meet operational demands and ensure compliance with contractual conditions. This planned investment is critical to support scalable operations, enhance service delivery capacity, and maintain adherence to performance standards.

- III. **General Corporate Purposes:** Up to 25% (twenty-five percent) of the Issue Proceeds shall be utilised for general corporate purposes, including meeting ongoing corporate exigencies, contingencies, and expenses of the Company, repayment of certain high-cost unsecured debt, and/or any other purposes as may be permissible under applicable laws, in such manner and proportion as may be decided by the Board of Directors of the Company from time to time.

(Collectively, referred to herein as the “**Objects**”)

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

Given that the part of the funds to be received against Warrants, the Issue Proceeds shall be received by the Company in tranches, depending upon the subscription and conversion of such instruments. Since the funds to be received against Warrant conversion will be in stages and the quantum of funds required at different points of time may vary, the broad range of intended utilization of the Issue Proceeds towards the aforesaid Objects of the Issue has been set out hereinbelow:

Sr No.	Particulars	Total estimated amounts to be utilized for each Object* (Rs. in Crore)	Tentative timeline for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	Approx. Rs.33,00,00,000/-	Within 2 years from receipt of funds for the Warrants (as set out herein).
2	Capital Expenditure (CAPEX)	Approx. Rs.10,00,00,000/-	Within 2 years from receipt of funds for the Warrants (as set out herein).
3	General Corporate Purposes**	Approx. Rs.5,00,00,000/-	Within 2 years from receipt of funds for the Warrants (as set out herein).
Total		Approx Rs. 48,00,00,000	

**Assuming conversion of all the Warrants into equivalent number of equity shares and receipt of the money on such conversion*

*** The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 or 2 of the table*

The Preferential Issue of Convertible Warrants, the Issue Proceeds shall be received by the Company within a period of 18 (eighteen) months from the date of allotment of such Warrants, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. Based on the estimates of our management, the entire Issue Proceeds are proposed to be deployed towards the Objects of the Issue, in phases, depending upon the Company's business requirements and availability of Issue Proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws and in accordance with applicable circulars issued by SEBI and/or Stock Exchanges, from time to time.

Till such time the issue proceeds are fully utilized, the Company shall keep the same in bank deposits and/or mutual funds and/or other short term funds deposits in scheduled commercial banks or any other investment as permitted under applicable laws and as may be decided by the Board of Directors of the Company.

2. Kinds of securities offered and the price at which security is being offered, and the Maximum Number of Specified Securities to be Issued

Upto 32,00,000 (Thirty Two Lakhs) warrants ("Warrants") carrying options to subscribe equity shares in the ratio of 1 (One) equity share having face value of Rs. 10/- each at an issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) (including premium of Rs. 140/-) for 1 (One) Warrant, aggregating upto to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only), such price being not less than the minimum price determined as on the Relevant Date March 23, 2026 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Relevant date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is March 23, 2026, being the date 30 days prior to the date of Postal Ballot.

4. Class or classes of persons to whom the allotment is proposed to be made:

Promoters and Non-Promoters group.

5. 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 the price:

Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any allotment on preferential basis during the current financial year 2025-26.

6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The proposed allottees given below have expressed their intention to subscribe to the Warrants with the objective of supporting the Company's funding requirements, including meeting working capital needs, execution of existing projects etc.

Except as given below, none of the Promoters, Directors or Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrants under the preferential issue:

Sr.No	Name of Proposed Allottees	Category	No. of Warrants proposed to issue and allot	Warrant Consideration (Rs)
1.	Mr. Suresh Sharma	Promoter	Upto 27,55,200	Upto Rs. 41,32,80,000
2.	Mr. Vikas Sharma	Director	Upto 4,44,800	Upto Rs. 6,67,20,000

7. Shareholding pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue shall be disclosed in accordance with the provisions of the SEBI ICDR Regulations, assuming full conversion of Warrants.

Sr No	Category of Shareholder(s)	Pre-issue shareholding (as on 13.03.2026)		Post-issue shareholding (Approx.)	
		No. of shares Held	% of share Holding	No. of shares Held	% of share Holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual / HUF	4433000	51.19%	7188200	60.61%
	Sub-Total (A)(1)	4433000	51.19%	7188200	60.61%
2	Foreign				
a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
b)	Institutions	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	4433000	51.19%	7188200	60.61%
B	Public Holding				
1	Institutions (Domestic)	-	-	-	-
(a)	Mutual Funds	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Banks	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(g)	Asset Reconstruction Companies	-	-	-	-
(f)	Provident / Pension Funds	-	-	-	-
(h)	Sovereign Wealth Funds	-	-	-	-
(i)	NBFCs registered with RBI	-	-	-	-
(j)	Other Financial Institutions	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
2	Institutions (Foreign)				
(a)	Foreign Direct Investment	-	-	-	-
(b)	Foreign Venture Capital Investors	-	-	-	-
(c)	Foreign Sovereign Wealth Funds	-	-	-	-
(d)	Foreign Portfolio Investors Category I	-	-	-	-
(e)	Foreign Portfolio Investors Category II	-	-	-	-
(g)	OVERSEAS DEPOSITORIES (Holding DRs) (Balancing Figure)	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Central Government / State Government	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-
4	Non-institutions				
(a)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2374800	27.42%	2374800	20.02%
(b)	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1552400	17.93%	1997200	16.84%
(c)	Non-Resident Indians (NRI)	141600	1.64%	141600	1.19%
(d)	Bodies Corporate	74200	0.86%	74200	0.63%
(e)	Any Other (CLEARING MEMBER)	3200	0.04%	3200	0.03
(f)	Any Other (HINDU UNDIVIDED FAMILY)	80000	0.92%	80000	0.67%
(g)	Any Other (TRUSTS)	800	0.00%	800	0.01%
	Sub-Total (B)(4)	4227000	48.81%	4671800	39.39%
	Total Public Shareholding (B)	4227000	48.81%	4671800	39.39%
	Total (A) + (B)	8660000	100.00%	11860000	100.00%

Note: The post issue equity capital has been calculated on the basis of the assuming full conversion of convertible warrants

8. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottee shall be completed within a period of 15 (fifteen) days from the date of passing this special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

9. Particulars of proposed allottees Identity of the natural persons who are the ultimate beneficial owners of the Convertible Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them.

Sr. No	Name of the Proposed Allottee*	Type of proposed allottees	Category of proposed allottees	Present pre-issue shareholding		Post issue shareholding (Approx.)	
				Pre-issue holding	% of total equity capital	Pre-issue holding	% of total equity capital **
1.	Mr. Suresh Sharma	Individual	Promoter	4431636	51.17%	7186836	60.59%
2.	Mr. Vikas Sharma	Individual	Non-promoter	237200	2.73%	682000	5.75%

*The mentioned proposed allottees are the Ultimate Beneficial Owners.

**The percentage of total equity capital has been calculated on the basis of the assuming full conversion of convertible warrants

10. Basis on which the price has been arrived at and justification for the price (including premium, if any), at which the offer or invitation is being made:

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, Regulation 166A (1) of SEBI ICDR Regulations, inter-alia, states:

“Any preferential issue, which may result in a change in control or allotment of more than five per cent. Of the post issue fully diluted share capital of the issuer, to an allottee or to allottee acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”.

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 (on allotment of Equity shares against Warrants, if fully converted), the Company has obtained a valuation report from an independent registered valuer and considered the same for determining the price, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged Mr. Charudutt Marathe (bearing IBBI Registration No.: IBBI/RV/07/2019/11976), as the registered valuer for obtaining the certificate as stated in Regulation 164 and 166A of the ICDR Regulations, which provided minimum floor price as Rs.142/-. The valuation report dated March 20, 2026, is also available at the website of the Company at <https://urbanenviroltd.com/>.

The issue price of Rs. 150/- per Warrant, proposed to be issued on a preferential basis, is not less than the floor price determined in accordance with Regulations 164 and 166A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

The floor price has been determined as the higher of the following prices, being Rs.146.05 /-:

a) The 90-trading days' volume weighted average price (i.e., Rs.146.05/-) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume,) preceding the "Relevant Date";

OR

b) The 10-trading days' volume weighted average price (i.e., Rs. 128.21/-) of the Company's shares quoted on the stock exchange (NSE Limited, being the stock exchange on which the Company has listed its securities and has highest trading volume) preceding the "Relevant Date";

OR

c) The price determined (i.e., Rs.142/-) under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations.”

The equity shares of the Company are listed on the National Stock Exchange of India Limited ('NSE') and are frequently traded in accordance with the SEBI ICDR Regulations.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable, as the Articles of Association of the Company are silent with respect to the determination of floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at Rs. 150/- (Indian Rupees One Hundred and Fifty only) being computed in accordance with Chapter V of the SEBI ICDR Regulations.

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

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

12. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the Allottee(s).

13. The current and proposed status of the Proposed Allottee post the preferential issues namely, promoter or Non-Promoter:

Sr. No	Name of proposed allottee	Current Status	Proposed status
1.	Mr. Suresh Sharma	Whole Time Director (Promoter)	Whole Time Director (Promoter)
2.	Mr. Vikas Sharma	Executive Director (Non- Promoter)	Executive Director (Non- Promoter)

14. Certificate from Practicing Company Secretary

Certificate from M/s Kunal Dutt & Associates, Practicing Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website at the following link: urbanenviroltd.com

15. Specified securities may be issued on a preferential basis for consideration other than cash:

Not applicable- The Company has not proposed to issue securities on preferential basis for consideration other than cash.

16. Name and address of valuer who performed valuation:

Name: Mr. Charudutt Marathe

IBBI Registered No.: IBBI/RV/07/2019/11976

Address: Gomed 915, Khare Town, Dharampeth, Nagpur – 440010, MH, India.

17. Material terms of raising such securities:

The material terms of the proposed preferential issue of the Warrants are stipulated in the Special Resolution as set out at Item No. 2 of this Notices

18. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Mr. Suresh Sharma, being a promoter and Whole-time Director of the Company, and Mr. Vikas Sharma, being a Non-Promoter Executive Director of the Company, have expressed their intention to subscribe to Convertible Equity Warrants for an amount aggregating upto Rs.48,00,00,000 (Rupees Forty Eight Crores only) under the Preferential Issue.

Except as stated above, no other promoter or director of the Company is proposing to contribute to the Preferential Issue.

19. Principle terms of assets charged as securities:

Not applicable.

20. Lock-in Period:

The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of warrants, as per the requirement of the SEBI ICDR Regulations.

The post-preferential shareholding of the proposed allottee shall be subject to lock-in in compliance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations")

21. Class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of warrants is proposed to be made to the proposed allottees as mentioned in point 13.

22. Undertaking:

- i) None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrower issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- ii) The Company is eligible to make the preferential issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- iii) The Company shall re-compute the price of the Warrants to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
- iv) 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 Warrants to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- v) The Company shall make an application seeking in-principle approval to the stock exchange(s), on the same day when this notice of postal ballot is circulated for seeking shareholders' approval by way of special resolution.
- vi) The Proposed Allottees is not categorized as wilful defaulter(s) or fraudulent borrower or fugitive economic offenders as defined under the SEBI ICDR Regulations.
- vii) The proposed allottee has not sold or transferred any equity shares of the issuer during the 90 trading days preceding the relevant date i.e., March 23, 2026.
- viii) The Company is in compliance with continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder
- ix) The equity shares of the proposed allottees are in dematerialized form.
- x) The Company does not have any outstanding dues to Board, Stock exchanges or the depositories.

In terms of provisions of Section 23, 42, 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of SEBI ICDR Regulations, approval of members for issue of Fully Convertible Warrants on Preferential Basis is sought by way of special resolution as set out at Item No. 2.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except as mentioned in point 13 stated above and their relatives, to the extent of the Warrants proposed to be subscribed by them, None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Item no 03: To approve raising of funds by way of issuance of Equity Shares through Qualified Institutions Placement (QIP)

Particulars of the Issue:

In order to augment long-term financial resources, support growth initiatives and strengthen the financial position of the Company, the Company proposes to raise funds through issuance of Equity Shares by way of Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”) in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable laws.

Accordingly, the Board of Directors of the Company at its meeting held on March 11, 2026 approved the proposal to raise funds for an aggregate amount not exceeding Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only) through issuance of Equity Shares of face value Rs.10/- each, in one or more tranches, by way of Qualified Institutions Placement. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with Lead Manager (s) and other agencies that may be appointed, subject to the SEBI ICDR Regulations, Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company and other applicable guidelines, notifications, rules and regulations.

Object of the QIP:

The Company proposes to utilise the proceeds raised through the Qualified Institutions Placement (“QIP”), after adjustment of expenses related thereto, if any (“Net Proceeds”), *inter alia*, for the following purposes:

1. Meeting working capital requirements of the Company;
2. Repayment of cash credit facilities;
3. Repayment and/or foreclosure of term loans (including vehicle loans); and
4. General corporate purposes.

The Net Proceeds shall be utilised for the Objects in the manner as specified above, and within such timelines as may be determined by the Board or its duly constituted committee thereof.

Maximum Amount to be raised / total number of Securities to be Issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares through QIPs as mentioned in the resolution would be aggregating up to Rs. 32,00,00,000/- (Rupees Thirty-Two Crores only), (inclusive of such premium to market price or prices permitted under applicable law), its equivalent in any other currency(ies). The Company is yet to identify the quantum of Equity Shares to be issued and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided.

Basis or justification of pricing:

The issue of Securities may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the Lead Manager(s) and other agencies and subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and other applicable laws, regulations, rules and guidelines. The price at which the Equity Shares shall be allotted in the Issue shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

Interest of Promoter, Directors and Key Managerial Personnel:

If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the Equity Shares offered through QIP.s

Class or Classes of persons to whom the Securities will be offered:

The Equity Shares to be issued pursuant to the proposed QIP shall be allotted only to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations and no allotment shall be made directly or indirectly to any promoter or any person related to the promoters of the Company. In case of the QIP, the allotment to a single QIB in the proposed QIP issue will not exceed 50% of the total issue size or such other limit as may be permitted under applicable law.

Schedule of the Offering:

The detailed terms and conditions for the proposed QIP, including but not limited to the number of equity shares to be issued, issue price, premium amount, timing of the issue, and class of investors, shall be determined by the Board of Directors in consultation with the lead managers, advisors and other intermediaries, in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws.

The allotment of Equity Shares pursuant to the proposed QIP shall be completed within 365 days from the date of passing of the Special Resolution or such other period as may be permitted under applicable laws.

Change in Control:

There would be no change in control pursuant to the said issue of Securities.

Other material terms:

- i) the allotment of Securities shall only be made to qualified institutional buyers as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations (“QIBs”);
- ii) The relevant date for determining the issue price of the Equity Shares by way of QIP shall, subject to and in accordance with the Regulation 171(b)(i) of SEBI ICDR Regulations. The “relevant date” means the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP as provided under the SEBI ICDR Regulations.
- iii) the Equity Shares shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- iv) an issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- v) the Equity Shares to be issued and allotted pursuant to the QIP shall be fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects, including with respect to dividend and voting rights;

- vi) a minimum of 10% of the Equity shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- vii) the Company shall not make any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
- viii) no allotment shall be made directly or indirectly to any promoter or any person related to the promoters of the Company;
- ix) The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any.
- i) the resolution proposed is an enabling resolution and the exact price, final list of objects, estimated utilisation of the Net Proceeds, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with Lead Manager(s)/ book running lead manager and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them at this point of time. Hence, the details of the proposed allottees, percentage of their post – QIP shareholding and the shareholding pattern of the Company are not provided.

The Special Resolution set out in the accompanying Notice seeks to empower the Board to create, offer, issue and allot Equity Shares by way of Qualified Institutions Placement in one or more tranches, at such time or times as may be considered appropriate by the Board. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In terms of Section 62(1)(a) of the Companies Act, 2013, whenever it is proposed to increase the subscribed share capital of a company by issue of further shares to persons other than the existing shareholders, approval of the shareholders by way of a Special Resolution is required. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, approval of the Members is being sought by way of a Special Resolution to enable the Board to undertake the proposed QIP.

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

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

By Order of the Board

For Urban Enviro Waste Management Limited

Sd/-

Shraddha Kulkarni

(Company Secretary)

Membership No: A71684

Date: 23.03.2026

Place: Nagpur