

Date: 30.01.2025

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

NSE Symbol: URBAN
ISIN: INE000201019

Sub: Submission of proceedings of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, we hereby submit the proceedings of the postal Ballot.

We hereby request you to take the information on your record.

Thanks & regards,

For URBAN ENVIRO WASTE MANAGEMENT LIMITED

(Shraddha Kulkarni)
Company Secretary & Compliance Officer

Encl: as above



PROCEEDINGS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY THE SHAREHOLDERS OF URBAN ENVIRO WASTE MANAGEMENT LIMITED ON 29TH JANUARY, 2025.

The Company, at the Board Meeting held on Wednesday, 25th December, 2024, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following matters:

Item No. 1 - Approval for issuance of Equity Share Capital by way of Bonus Issue.

In compliance with the requirements of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide MCA General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021, the General Circular No. 3/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter XI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), that the resolution appended below to be passed by the members of the Company only through postal ballot by remote e-voting process ("E-voting") only.

The Postal Ballot Notice dated Monday, 30th December, 2024 was sent to Members of the Company, whose names appeared in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, 27th December, 2024 (Cut-off date) through email on December 30, 2024 to those members who have registered their email IDs with the company/ Depository along with the details of Login ID and Password to the members/ shareholders who have registered their email IDs with depositories or with the company. Those shareholders who had not registered their email address were requested to get their email addresses submitted by sending an email to the Company's Share Transfer Agent at <https://ivote.bigshareonline.com>. Member(s) may also intimate the same to the Company by writing an email at cs@urbanenv.in.

Pursuant to Section 110 of the companies Act, 2013 and the Rules made thereunder, the Company had provided remote e-voting facility only. The company had engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the company through remote e-voting platform.

The e-voting will commenced from 9:00 am on Tuesday, 31st day of December, 2024 and ended at 5:00 pm on Wednesday, 29th day of January, 2025. The Members were requested to cast their votes electronically upto 5:00 pm on Wednesday, 29th day of January, 2025.

The Board of Directors at their meeting held on 25th December, 2024 appointed M/s. Kunal Dutt & Associates, Practising Company Secretaries (Membership No: F8831 & Certificate of Practice No. 10188) as a Scrutinizer to scrutinize the votes casted by Members and for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

The scrutinizer carried out the scrutiny of votes casted electronically upto 5:00 pm on Wednesday, 29th day of January, 2025 and he submitted his report dated Thursday, January 30, 2025.

Summary of the Result of Postal Ballot/ E-voting as per Scrutinizer's Report dated Thursday, January 30, 2025:

Sr. No	Resolutions	No. of Votes Polled	No. of Votes in Favour	% of Votes in Favour	No. of Votes Against	% of Votes Against	No. of Invalid Votes
1.	Approval for issuance of Equily Share Capital by way of Bonus Issue	2858270	2857870	99.99%	400	0.01%	0

On the basis of Scrutinizer's Report, Mr. Kamlesh Sharma (DIN:01845899), Chairman & Managing Director declared the result of E-voting on Thursday, January 30, 2025. The resolutions as mentioned on the Postal Ballot Notice dated Monday, December 30,2024, was duly passed with the requisite majority on Wednesday, 29th day of January, 2025.

The Certified True Copy of the resolution passed is attached.

Place: Nagpur
Date: 30.01.2025

Shraddha Kulkarni
Company Secretary & Compliance Officer

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS ON WEDNESDAY, JANUARY 29, 2025 THROUGH REQUISITE MAJORITY BY THE MEMBERS OF THE URBAN ENVIRO WASTE MANAGEMENT LIMITED HAVING ITS REGISTERED OFFICE AT 26, MATEY SQUARE, BPCL PETROL PUMP, GOPAL NAGAR ROAD, NAGPUR- 440022, MAHARASHTRA

Item No. 01: APPROVAL FOR ISSUANCE OF EQUITY SHARE CAPITAL BY WAY OF BONUS ISSUE

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014, the Chapter XI of Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and applicable provisions of Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors (‘the Board’, which term shall include any person and/or Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), the consent of the members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares) (‘bonus shares’) to the Members of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose in the proportion of (1:1) i.e., 1 (One) new fully paid-up equity share of Rs. 10/- (Rupee Ten only) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) each held as on such date as may be fixed by the Board for this purpose (‘record date’) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.”

RESOLVED FURTHER THAT:

- The bonus issue of shares will be made in the ratio of 1:1 [i.e., 1 (One) new fully paid-up equity share of Rs. 10/- (Rupee Ten only) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupee Ten only) each, to the shareholders on such date (Record Date) as may be determined by the Board of Directors.
- the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date
- The bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.
- Share certificate shall be issued to those to whom the Bonus Shares are allotted within the time prescribed in the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. With regards to the shares held in dematerialized form, the bonus shares will be credited to the respective demat A/c of the respective shareholders.
- No member shall be entitled to a fraction of an Equity Shares as a result of implementation of this resolution & no certificate or coupon or cash shall be issued for fraction of equity shares.
- All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.

RESOLVED FURTHER THAT the issue and allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.

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Gopal Nagar Road, Nagpur-440022

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✉ info@urbanenv.in

🌐 https://urbanenviro ltd.com

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board and that the Board be and is hereby authorized to take necessary steps for listing & Trading permission of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board and that the Board be and is hereby authorized to take necessary steps for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.

RESOLVED FURTHER THAT the new Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

CERTIFIED TRUE COPY
For URBAN ENVIRO WASTE MANAGEMENT LIMITED


Kamlesh Sharma
Chairman & Managing Director
DIN:01845899

Date: 30.01.2025
Place: Nagpur

CERTIFIED TRUE COPY OF EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS ON WEDNESDAY, JANUARY 29, 2025 THROUGH REQUISITE MAJORITY BY THE MEMBERS OF THE URBAN ENVIRO WASTE MANAGEMENT LIMITED HAVING ITS REGISTERED OFFICE AT 26, MATEY SQUARE, BPCL PETROL PUMP, GOPAL NAGAR ROAD, NAGPUR- 440022, MAHARASHTRA.

Item No. 01: APPROVAL FOR ISSUANCE OF EQUITY SHARE CAPITAL BY WAY OF BONUS ISSUE

As you all are aware that the Company's shares have been listed on SME platform of NSE since 22 June, 2023. Over the year, the Company has performed significantly well both in terms of profit and business. As on March 31, 2024 total free reserves and surplus of the Company is Rs. 17.23 crore including Security Premium Account of Rs 8.82 crore. With a view to capitalize the Free reserves and Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Wednesday, December 25, 2024 have proposed to issue bonus shares at the ratio of 1:1 [i.e. 1 (One) Equity Share of Rs. 10/- (Ten) each for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Ten) each held]. This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company.

The Bonus shares so allotted shall rank pari passu in all respect with the existing fully paid-up Equity Shares of the Company. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The company has not issued any debt securities. The Company has not accepted any fixed deposit. Further, the Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus. The Company has no partly paid-up shares. None of the promoters or directors of the Company is a fugitive economic offender.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing an Ordinary Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

The Company has sufficient accumulated reserves including Securities Premium realized in Cash and the same can be utilized for the purpose.

**CERTIFIED TRUE COPY
For URBAN ENVIRO WASTE MANAGEMENT LIMITED**



Kamlesh Sharma
Chairman & Managing Director
DIN:01845899

Date: 30.01.2025
Place: Nagpur

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