



## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF EVERGREEN RECYCLEKARO (INDIA) LIMITED WILL BE HELD ON FRIDAY, MARCH 27, 2026, AT 02.00 P.M. IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

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### SPECIAL BUSINESS:

#### **1. Preferential Issue of Equity Shares on Private Placement basis**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, Section 55 and 62(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “Companies Act 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to create, issue, offer and allot up to 379 (Three Hundred and Seventy Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, for cash at an Issue price of Rs.9,28,593/- (Rupees Nine Lakh Twenty Eight Thousand Five Hundred And Ninety Three Only) i.e. at a premium of Rs. 9,28,583 /- (Rupees Nine Lakh Twenty Eight Thousand Five Hundred Eighty Three) per share, aggregating to Rs ₹35,19,36,747/- (Rupees Thirty Five Crore Nineteen Lakh Thirty Six Thousand Seven Hundred Forty Seven Only) to the proposed allottees as mentioned below on private placement basis in such form and manner as the Board may, in its absolute discretion, think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

Sr .No	Name of the Proposed Allottees	No of Equity Shares Proposed to be Allotted	Total Amount @ Rs 9,28,593 /- Per share
1	Kollareddy Ranganayakamma	162	15,04,32,066/-
2	Soumya Kukreti	54	5,01,44,022/-
3	Shreyas Shibulal	54	5,01,44,022/-
4	Premier Evolvics Private Limited	54	5,01,44,022/-
5	Chakradhara Aerospace And Cargo Private Limited	33	3,06,43,569/-
6	Lakshmi Life Sciences Private Limited	22	2,04,29,046/-
	Total	379	35,19,36,747/-

**RESOLVED FURTHER THAT** the draft private placement offer letter pursuant to which the offer or invitation subscribe the shares of the Company will be made, the copy of which is laid down before the Board and initialled by the chairman for the purpose of identification be and is hereby approved.

**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a. The Allottee shall be required to bring in 100% of consideration, for the relevant Equity Shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant Equity Shares shall be paid to the Company by the proposed allottees from their respective bank accounts;
- c. Allotment of the Equity Shares shall only be made in dematerialized form;
- d. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- e. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company;

**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 direction, to any committee of the Board or any one or more Director(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect of this resolution, the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of Equity shares, as may be required, issuing clarifications on the issue of the equity shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the equity shares.

**For and on behalf of Board of Directors of  
Evergreen Recyclekaro (India) Limited**

*(Formerly known as Evergreen Recyclekaro (India) Private Limited)*

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**Rajesh Gupta**  
**Chairman & Managing Director**  
**DIN: 03141855**

**Date: March 19, 2026**

**Place: Navi Mumbai**

## NOTES:

1. In accordance with the applicable MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue of the EGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The relevant details pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM and since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map for the EGM are not annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting are requested to send a certified copy of the Board Resolution by e-mail at [Investors@recyclekaro.com](mailto:Investors@recyclekaro.com)
5. The Company has set Friday, March 13, 2026 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their Depository Participant ("DP")
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better services.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
10. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depository Participants. Members may note that the Notice will also be available on the Company’s website at <https://www.recyclekaro.com/> and on the website of Registrar and Share Transfer Agent at [www.bigshareonline.com](http://www.bigshareonline.com)
11. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [Investors@recyclekaro.com](mailto:Investors@recyclekaro.com). The same will be replied by the Company suitably.
12. The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, along with their questions/queries to reach the Company’s email address [Investors@recyclekaro.com](mailto:Investors@recyclekaro.com).  
  
The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
13. The route map of the address of the meeting is not annexed hereto as the meeting is held through video conferencing.
14. The Company has appointed Mr. Rinkesh Gala, Partner at RA Gala & Associates (FRN: P2019MH075400), as the Scrutinizer to oversee and scrutinize the voting process conducted at the meeting in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman of the meeting, or any other person authorised by him, after scrutiny of the votes cast, on the result of the voting process conducted at the meeting within two working days from the conclusion of the voting. The Scrutinizer’s decision on the validity of votes cast will be final.

16. The Company shall provide a facility for voting at the meeting on the resolutions proposed to be transacted. Members shall cast their votes as “Yes”, “No”, or “Abstain”.

The voting rights of the members shall be in proportion to the number of equity shares held by them, and the vote cast by each member shall carry weight in accordance with his/her shareholding in the Company.

**1. Procedure for joining the AGM/EGM through VC/ OAVM:**

- The Members may attend the EGM through VC/ OAVM at <https://teams.microsoft.com/meet/46869910583470?p=9IsL6kGoq51YqTN7k3>
- **Meeting ID:** 468 699 105 834 70
- **Passcode:** Rj6z8Z9s
- After successful login, **MS Teams** page will appear.
- Please enter your full name and click on join now.
- Enter your E-mail address in order to verify your info before joining into the meeting.
- A code will be sent on your registered email ID.
- Enter the code and proceed.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

## EXTRACT EXPLANATORY STATEMENT

(Pursuant To Section 102 (1) of the Companies Act, 2013)

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 of the accompanying Notice dated March 19, 2026.

### Item No. 1

The Board believes that raising funds through private placement of equity shares to identified investors is an effective way to meet the financial requirements of the Company while strengthening the shareholder base.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant disclosures / details are given below:

The Company proposes to make a preferential allotment of Equity shares to:

Sr.No	Name of the Proposed Allottees	No of Equity Shares Proposed to be Allotted	Total Amount @ Rs 9,28,593 /- Per share
1	Kollareddy Ranganayakamma	162	15,04,32,066/-
2	Soumya Kukreti	54	5,01,44,022/-
3	Shreyas Shibulal	54	5,01,44,022/-
4	Premier Evolvics Private Limited	54	5,01,44,022/-
5	Chakradhara Aerospace And Cargo Private Limited	33	3,06,43,569/-
6	Lakshmi Life Sciences Private Limited	22	2,04,29,046/-
	Total	379	35,19,36,747/-

(collectively known as “**Subscribers/Investors**”), on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on **March 19, 2026**

Approval of the members by way of special resolution is required inter alia in terms of Sections 42, Section 55 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of upto 379 (Three hundred and Seventy Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, for cash at an Issue price of Rs.9,28,593/- (Rupees Nine Lakh Twenty Eight Thousand Five Hundred And Ninety Three Only) i.e. at a premium of Rs. 9,28,583 /- (Rupees Nine Lakh Twenty Eight Thousand Five Hundred Eighty Three) per share, aggregating to Rs ₹35,19,36,747/- (Rupees Thirty Five Crore Nineteen Lakh Thirty Six Thousand Seven Hundred Forty Seven Only) on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity shares.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant disclosures / details are given below:

#### **1. Objects of the Preferential Issue:**

The Company proposes to issue equity shares to a strategic investor with a view to strengthening its capital base, supporting long-term business growth, and leveraging the strategic investor's expertise, resources, and industry relationships. The proposed investment is expected to enhance the Company's operational capabilities, expand its market presence, and create sustained long-term value for the Company and its stakeholders.

The proceeds of the Preferential Issue ("Issue Proceeds") shall be utilized for the following purposes:

- Making strategic investments, including acquisition of shares in companies operating in the same or allied lines of business, to strengthen market position and support long-term growth;
- Acquisition of land, plots, or properties for additional factory and manufacturing facilities;
- Funding research and development activities;
- Meeting working capital requirements; and
- General corporate purposes.

#### **2. The total number of shares to be issued**

Equity Shares: upto 379 (Three hundred and Seventy Nine)

#### **3. Terms of Issue of the Equity Shares, if any.**

The equity shares be ranking pari passu with existing equity shares of the Company in all respects.

#### **4. Relevant Date**

The relevant date for the preferential issue, in terms of the applicable provisions of the Companies Act, 2013 and the rules made thereunder, shall be January 31, 2026.

## 5. Pricing of Preferential Issue:

Rs.9,28,593/- per equity share, including a share premium of Rs.9,28,583/-.

## 6. Basis on which the price has been arrived at along with report of the registered valuer

The price has been valued at Discounted Cash Flow Method as per the report of Valuation issued by Registered Valuer.

## 7. Name and address of valuer who performed valuation:

Name: Sumit Dhadda

Address: B-11, F.No 202, Dhruv Marg, Tilak Nagar, Jaipur-302004

IBBI Registration No.: IBBI/RV/14/2018/10160

ICAI Membership No.: 402763

## 8. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue to the extent of his participation to the issuance of shares to him.

## 9. Class or classes of persons to whom the allotment is proposed to be made

Investor Name	classes of persons
Kollareddy Ranganayakamma	Individual
Soumya Kukreti	Individual
Shreyas Shibula	Individual
Premier Evolvics Private Limited	Body corporate
Chakradhara Aerospace And Cargo Private Limited	Body corporate
Lakshmi Life Sciences Private Limited	Body corporate

## 10. Name of the proposed allottee and the percentage of post preferential offer capital that may be held

The Preferential Issue of Equity Shares is proposed to be allotted to the following Subscribers:

Sr No	Name	Pre-Pref Holding		Shares	Post-Pref Holding	
		No of Equity Shares	% of Holding		No of Equity Shares	% of Holding
1.	Kollareddy Ranganayakamma	0	-	162	162	0.87
2.	Soumya Kukreti	0	-	54	54	0.29
3.	Shreyas Shibulal	85	0.47	54	139	0.75

4.	Premier Evolvics Private Ltd	0	-	54	54	0.29
5.	Chakradhara Aerospace And Cargo Private Limited	0	-	33	33	0.18
6.	Lakshmi Life Sciences Private Limited	0	-	22	22	0.12

**11. Proposed time within which the allotment shall be completed:**

As required under the Companies Act, 2013, the Company shall complete the allotment of shares as aforesaid on or before the expiry of twelve months from the date of passing of the special resolution by the shareholders granting consent for preferential issue.

**12. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Sr. No.	Date of Allotment	Name of the Investors	No. of Equity Shares	Value	Consideration (including Premium)
1	01/04/2025	Navin Ambalal Patel	29	7,01,314	2,03,37,816
2	02/04/2025	1.Lift and Shift India Private Limited 2.Jay Arun Mehra jointly with Kanteli Mehra 3.Rakesh Janardhan Raval jointly with Rachana Rakesh Rawal 4.Real SME Solutions Private Limited	259	7,01,314	18,16,40,326
3	02/04/2025	1.Sumati Projects Limited 2.HI-TECH Resource Management Limited 3.Sunil Kumar Chaturvedi 4.Real Light Estate Private Limited 5.Profectus Ventures LLP 6.Devashish Gupta 7.Prashant Sagar 8.Rohit Rajpal	128 (CCPS)	7,01,314	8,97,68,192
4	10-06-2025	Shashikant Rathi	43	7,01,314	3,01,56,502
5	20-06-2025	AIG Direct LLC (American Investor Group Direct LLC)	214	7,01,314	15,00,81,196
6	25-07-2025	Smita Sunil Shah	15	7,01,314	1,05,19,710
7	05-12-2025	1.Sanjay Kumar Agarwal 2.Shubham Foundation 3.Bikramjit Singh Kandhari 4.Vijay Kumar Misra	400	-	Conversion of CCPS into Equity shares

		<p>5.Anjali Misra  6.Saket Lakhotia  7.Vipin Sondhi  8. Ravinder Singh Thakkar  9. Raj Kumari Goenka  10.Balbir Singh Chadha  11. Jnanaadri Family Trust  12.Tanya Passi  13. Sachit Passi  14. Pradeep Jolly  15. Pooja Sachit Passi  16.Sumati Projects Limited  17.HI-TECH Resource Management Limited  18.Sunil Kumar Chaturvedi  19.Real Light Estate Private Limited  20.Profectus Ventures LLP  21.Devashish Gupta  22.Prashant Sagar  Rohit Rajpal</p>			
8	10-02-2026	<p>1. Bajrang Singh  2. Sanjay Jayavarthanavelu  3. Shivali Jayavarthanavelu  4. Jaidev Jayavarthanavelu  5. CN Infrabuild LLP  6. Sanjay Waghani  7. Lakshmi Nair acting in the capacity of Majority Partner of the partnership firm, L &amp; L Enterprises.</p>	97	9,28,593/-	9,00,73,521 /-
9	11-02-2026	<p>1. Jay Arun Mehra  2. Rakkia Sivakumar Suriya  3. Tatwamsi Dixit Trustee of Srinivasa Mangalam Trust  4. Sabitha Chandran  5. Kavitha Chandran  6. Sharad Moudgal  7. Uma Arun Mehra  8. Lakshmi Ring Travellers (Coimbatore) Private Ltd.  9. Shree Mtk Textiles Private Limited</p>	185	9,28,593/-	17,17,89,705/-
10	21-02-2026	<p>1.Sharad Moudgal  2. Shyam T Agrawal  3.Gopal Agrawal  4. Legacy Custodians Advisory Private Limited  5. S.Amit Speciality Chemicals Pvt.Ltd.  6. Jinendra Qualipharm Private Limited</p>	94	9,28,593/-	8,72,87,742/-

11	27-02-2026	1.AUXANO DAWN FUND – I 2.Raintree Family Office LLP	98	9,28,593/-	9,10,02,114/-
12	11-3-2026	1.AIG DIRECT LLC 2.Shreyas Shibulal	96	9,28,593/-	8,91,44,928 /-

**13. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in management or control of the Company pursuant to the issue of Equity shares.

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

Not Applicable.

**15. Pre issue and post issue shareholding pattern of the company in the format specified in rules**

Sr. No.	Category	*Pre-issue		\$Post Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter				
1	Indian				
	Individual	8855	48.49	8855.00	47.50
	Bodies corporate	343	1.88	343.00	1.84
	Sub-total	9198	50.36	9198.00	49.34
2	Foreign promoters				
	Sub-total (A)	9198	50.36	9198.00	49.34
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	<b>Private corporate bodies</b>				
	Body Corporate Company	1886	10.33	1995.00	10.70
	Directors and relatives	-	-		
	<b>Indian public</b>				
	Public	4,411	24.15	4681.00	25.11
	<b>others</b>				
	a. ESOP	2246	12.30	2246.00	12.05
	b. NRI	309	1.69	309.00	1.66
	c. Clearing Member - Domestic Companies	10	0.05	10.00	0.05
	d. HUF	92	0.50	92.00	0.49
	e. Trust	28	0.15	28.00	0.15
	f. AIF	83	0.45	83.00	0.45
	Sub-total (B)	9,045	49.64	9424.00	50.60
	<b>Grand Total</b>	<b>18,243</b>	<b>100.00</b>	<b>18622.00</b>	<b>100.00</b>

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its shareholders and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

**For and on behalf of Board of Directors of  
Evergreen Recyclekaro (India) Limited**

*(Formerly known as Evergreen Recyclekaro (India) Private Limited)*

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**Rajesh Gupta**  
**Chairman & Managing Director**  
**DIN: 03141855**

**Date: March 19, 2026**

**Place: Navi Mumbai**