



ORGANIC RECYCLING SYSTEMS LIMITED

CLEANTECH | INNOVATION | ENGINEERING

December 11, 2024

To

BSE Limited
Department of Corporate Services
Listing Department
P J Towers
Dalal Street
Mumbai – 400001
Scrip Code: 543997

Re: Proceedings of the Extra-ordinary General Meeting of Organic Recycling Systems Limited (the “Company”) held on Wednesday, December 11, 2024, at 11:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir/ Madam,

As per the notice of Extra-ordinary General Meeting (EGM) dated November 14, 2024, the Extra-ordinary General Meeting of the Company was held on Wednesday, December 11, 2024 at 11:30 a.m. through VC/OAVM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“Act”), and the General circular no. 09/2024 dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as ‘**MCA Circulars**’) and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and SEBI Circular and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and result thereof are as under:

Sr. No.	Details of Businesses	Manner of Approval	Result
1.	Issue Of Convertible Warrants on Preferential Basis to persons belonging to Non-Promoter category (Special Resolution)	Remote e-voting / e-voting (Insta poll) at EGM	Passed with requisite majority

Organic Recycling Systems Ltd

Registered / Corporate Address : 1003, The Affaires, Plot No.19, Sector-17, Sanpada, Navi Mumbai – 400705.

Tel: + 91 22 4170 2222 Fax: +91 22 4170 2200 22 00 | www.organicrecycling.co.in | info@organicrecycling.co.in

CIN L40106MH2008PLC186309

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the EGM along with consolidated report of the scrutinizer have been submitted vide our letter dated December 11, 2024.

Pursuant to regulation 30 of the Listing Regulations, the proceedings of the EGM are enclosed and is being also available on the website of the Company at <https://organicrecycling.co.in/>.

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of EGM and not consider the attached as minutes of the EGM.

Thanking you,

Yours truly,

For **Organic Recycling Systems Limited**

Seema Gawas
Company Secretary & Compliance Officer

Place: Mumbai
Date: December 11, 2024



ORGANIC RECYCLING SYSTEMS LIMITED

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PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF ORGANIC RECYCLING SYSTEMS LIMITED (THE "COMPANY") HELD ON WEDNESDAY, DECEMBER 11, 2024, AT 11:30 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM")

The Extra-ordinary General Meeting ("**EGM**") of the Company was held on Wednesday, December 11, 2024 at 11:30 a.m.VC/OAVM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("**Act**"), and the General circular no. 09/2024 dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as '**MCA Circulars**') and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular and any updated thereto.

Further, in accordance with the Secretarial Standard on General Meetings ("**SS-II**") issued by the Institute of Company Secretaries of India ("**ICSI**") read with Guidance/Clarification dated April 15, 2020, issued by the ICSI, the proceedings of the EGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the EGM.

Pursuant to the provision of Articles of Association of the Company, in absence of Mr. Rakesh Mehra, Chairman of the Board, Mr. Sarang Bhand, Managing Director of the Company, occupied the Chair and stated that he is attending the meeting from Mumbai. He welcomed all the members of the Company ("**Members**") and Directors of the Company at the EGM. He further stated that the EGM was being convened through VC in accordance with the MCA Circulars and SEBI Circular.

He thereafter introduced all the Directors and Key Managerial Personnel present at the meeting.

The Chairman informed that Mr. Rakesh Mehra, Independent Director and Chairman of the Board and Audit Committee and Mr. Amit Karia, Independent Director and Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company could not attend the meeting due to some exigency. The Statutory Auditors and Secretarial Auditors of the Company and Scrutinizer for e-voting process were also present at the meeting.

The Chairman further informed that participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since, the EGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the EGM. 23 Members were present at the meeting through VC. Accordingly, the requisite quorum was present and the meeting was called to order. The Chairman thereafter requested Ms. Seema Gawas, Company Secretary & Compliance Officer, to read out the arrangements made for the Members at the EGM.

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The Company Secretary informed that Notice and corrigendum to the Notice were sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agent or the Depository Participants.

She informed the members that, as stated in the EGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolution set out in the EGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the EGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e., Wednesday, December 4, 2024 during the period commencing from 9.00 a.m. IST on Saturday, December 7, 2024 till 5.00 p.m. IST on Tuesday, December 10, 2024, and the remote e-voting was blocked on Tuesday, December 10, 2024 at 5.00 p.m.

She informed that Members joining the EGM through video conferencing, who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the EGM were not entitled to cast their vote again.

She further informed all those present that the Board of Directors of the Company had appointed Mr. Anish Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for the EGM.

It was informed that the Company had made the best possible efforts for providing the facility of joining the EGM by VC and voting electronically. However, in case of any issues during the EGM, Members were provided details for contacting National Securities Depository Limited (NSDL) for technical support / assistance.

The requisite documents relevant to businesses specified in the EGM Notice including corrigendum to the Notice were made available electronically for inspection during the EGM on the website of National Securities Depository Limited (NSDL).

Thereafter, she requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the notice convening the EGM were already emailed to all the members and were accordingly taken as read.

The Chairman briefed the members about the resolution stated in the EGM Notice as follows:

1. Issue Of Convertible Warrants on Preferential Basis to persons belonging to Non-Promoter category (Special Resolution)

Since, the EGM was being held through VC and the resolutions mentioned in the EGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the EGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at EGM.

The Chairman then requested the Company Secretary to conduct the question-and-answer session.

The Company Secretary informed that the Company has not received any speaker request and further no questions were asked by members present at the meeting, accordingly concluded the question-and-answer session and requested the Chairman to proceed further.

Before concluding the EGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the EGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the EGM were completed, and the EGM concluded at 12.00 noon. with thanks to the Members.

Post Completion of Extra-ordinary General Meeting and voting through e-voting insta poll at the EGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the result of remote e-voting and e-voting (Insta Poll) at the EGM. As per the report submitted by the Scrutinizer, the Chairman announced that the resolution embodied in the Notice of EGM dated November 14, 2024, were passed with requisite majority. The voting result including Consolidated Scrutinizer's Report is attached as enclosure.

There was no adjournment or postponement or change in venue of the EGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the EGM.

For **Organic Recycling Systems Limited**

Seema Gawas
Company Secretary & Compliance Officer

Place: Mumbai
Date: December 11, 2024

Enc: Voting Result including Consolidated Scrutinizer's Report

Voting results	
Record date	04-12-2024
Total number of shareholders on record date	1011
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	22
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue Of Convertible Warrants on Preferential Basis to persons belonging to Non-Promoter category				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1567006	1567006	100	1567006	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1567006	1567006	100	1567006	0	100
Public- Institutions	E-Voting	55800	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		55800	0	0	0	0	0
Public- Non Institutions	E-Voting	6076469	1050212	17.2833	1050212	0	100	0
	Poll		21600	0.3555	21600	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6076469	1071812	17.6387	1071812	0	100
Total		7699275	2638818	34.2736	2638818	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



VKMG

& Associates LLP
Company Secretaries

Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the Extraordinary General Meeting of Organic Recycling Systems Limited
(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended.)

To,
The Chairman
Organic Recycling Systems Limited
CIN: L40106MH2008PLC186309
1003, The Affaires, Plot No.19, Sector-17, Sanpada,
Navi Mumbai – 400705

Sub: Extraordinary General Meeting ("**EGM**") of the members of **Organic Recycling Systems Limited (the "Company")** held on Wednesday, December 11, 2024, at 11.30 a.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on 14th November, 2024, I, Anish Gupta, partner of VKMG & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**"), on the resolution contained in the notice of EGM dated 14th November, 2024 ("**Notice**"), calling the EGM of the members of Company on Wednesday, December 11, 2024, at 11.30 a.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

The management of the Company is responsible to ensure compliance with the requirements of applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and General MCA Circulars relating to issuance of notice and e-voting on the resolution contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The EGM was convened on Wednesday, December 11, 2024, at 11.30 a.m. IST through VC / OAVM. The deemed venue for the Meeting was the Registered Office of the Company.

Pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circulars, the notice of EGM including procedure and instructions for e-voting and Corrigendum to the Notice of the EGM, was sent through electronic mode to equity shareholders whose email address is registered with the Company / Registrar & Transfer Agent of the Company, Maashitla Securities Pvt Limited ("Maashitla") / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") / Depository Participants.



LLPIN: AAN-5436

105/108, Lotus Business Park, Ram Baug Lane, Off S V Road, Malad (West), Mumbai – 400064.

+91-22-4601 1261 team@vkmg.in

The Notice of the EGM were placed on the website of the Company i.e. <https://organicrecycling.co.in/> and on websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**") , i.e. i.e. BSE Limited at <https://www.bseindia.com/> , and the same were also made available on the website of NSDL, agency for providing the Remote e-voting facility at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/).

The Company also published Newspaper advertisements of Notice of the EGM on November 19, 2024 after the sending of said Notice, in two newspapers namely "Financial Express" (English Newspaper), and "Nav Shakti" (Marathi language newspaper).

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting before the EGM and e-voting (Insta Poll) at the EGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and / or NSDL for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, December 4, 2024, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the EGM, on the resolution as set out in the Notice calling the EGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Saturday, December 7, 2024, at 9.00 a.m. (IST) and ended on Tuesday, December 10, 2024, at 5.00 p.m. (IST). The remote e-voting module was disabled by NSDL upon expiry of this period.
3. The facility for voting was also available at the EGM through e-voting (Insta Poll) for those Members who attended the EGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting and votes cast at the meeting through e-voting (Insta poll) were unblocked on Wednesday, December 11, 2024, after the conclusion of the EGM and was witnessed by two witnesses, Mr. Abhay Singh and Mrs. Priya Singh, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company / NSDL on test check basis.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://evoting.NSDLshare.com/>. Based on the report generated by NSDL and relied upon by me, the voting results are reported.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting (Insta Poll), based on the reports generated by NSDL, scrutinized on test check basis and relied upon by me as under:



Re s. No.	Particulars of Resolutions	Mode	Total No. of Members	Total Votes available for voting	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Abstained Votes	No. of Less Votes
1.	Issue of Convertible Warrants on Preferential Basis to persons belonging to Non-Promoter category (Special Resolution)	Remote e-voting	26	2617218	2617218	26	2617218	100.0000	0	0	0.0000	0	0	0
E-voting (Insta Poll)		2	21600	21600	2	21600	100.0000	0	0	0.0000	0	0	0	
Total		28	2638818	2638818	28	2638818	100.0000	0	0	0.0000	0	0	0	

The resolution put to vote at the EGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the EGM, with the requisite majority and shall be deemed to have been passed on the date of the EGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from the NSDL, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the EGM by the Equity Shareholders of the Company and will be handed over to Ms. Seema Gawas, Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the EGM. According to my observations, the process of remote e-voting and e-voting through Insta Poll at the EGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Anish Gupta
Partner
FCS-5733
CP-4092
PRN:5424/2024



Date: 11-12-2024
Place: Mumbai
UDIN: F005733F003351372

Witness 1: Mr. Abhay Singh

Witness 2: Mrs. Priya Singh

Signature: Seema Gawas

Ms. Seema Gawas
Company Secretary and Compliance Officer
(Authorised by Mr. Sarang Bhand, Chairman of the EGM)