



**ORGANIC RECYCLING
SYSTEMS LIMITED**

CLEANTECH | INNOVATION | ENGINEERING

July 24, 2024

To,
BSE Limited,
Department of Corporate Services, emanating
Listing Department
P J Towers,
Dalal Street
Mumbai – 400001

Scrip Code: 543997

Dear Sir/Madam,

Subject: Disclosure Under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that today on 24th July, 2024, the Company has approved the proposal of Strategic investment in Securities (convertible warrants) of Sonu Infratech Limited.

The details of investment as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with Master Circular issued vide Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated July 11, 2023, and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, pertaining to above mentioned investment is enclosed herewith as Annexure A.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Organic Recycling Systems Limited

**Seema Gawas
Company Secretary & Compliance Officer**

Encl: As above

Organic Recycling Systems Ltd

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

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CIN U40106MH2008PLC186309

Annexure A

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.;	<p><u>Name of entity:</u> SONU INFRATECH LIMITED (“SONU”) is a Company incorporated under the Companies Act, 2013 having its registered office at Platinum 404, 4th Floor Park Colony, Opp. Joggers Park, Jamnagar, Gujarat – 361008.</p> <p><u>Brief details:</u></p> <p><u>Paid-up share Capital:</u> Rs.785 lakhs divided into 78,50,000 equity shares of Rs.10/- each</p> <p><u>Turnover:</u> as on 31.03.2024 Rs.9039.82 lakhs</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	<p>Sonu Infratech Limited is not a related party to the Company and hence it does not fall within the related party transaction.</p> <p>The Promoter/ promoter group/ group companies does not have any interest in the said Company.</p>
3.	Industry to which the entity being acquired belongs;	Construction of Mechanical & Civil Work
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The strategic investment with Sonu will enable ORS to meet the commercial criteria required to qualify for upcoming large-scale projects that ORS cannot bid independently.</p> <p>We anticipate optimizing project execution capabilities in terms of access to both manpower & equipment required for construction and achieving notable cost reductions in civil works. These benefits will strengthen our market position and increase our ability to win new upcoming projects in the sector by making competitive bids.</p>

5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or prior regulatory approvals are required for the proposed acquisition.								
6.	Indicative time period for completion of the acquisition;	25% of the total consideration will be paid at the time of issuance of the warrants and the remaining 75% of the total consideration shall be paid upon the exercise/conversion of each warrant within a period of 18 months of allotment of warrants.								
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration.								
8.	Cost of acquisition or the price at which the shares are acquired;	3,00,000 convertible warrants each convertible into 1(one) fully paid-up equity shares of face value of Rs.10/- each until expiry of 18 (Eighteen) months from the date of Allotment, at an issue price of Rs.67/- per warrant, aggregating to Rs. 2,01,00,000/-, in one or more tranches.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Considering the fully subscription/allotment of 52,00,000 equity shares of target entity under preferential Allotment, our percentage of shareholding after aforesaid acquisition of 3,00,000 convertible warrants will be 2.30%, on fully diluted basis.								
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p><u>Product /line of Business:</u></p> <p>The Company is mainly engaged in the business of Construction of Mechanical & Civil Work.</p> <p><u>Date of Incorporation:</u> September 29, 2017</p> <p><u>Turnover of last three years:</u> (Rs. In Lakhs)</p> <table border="1" data-bbox="743 1535 1344 1675"> <thead> <tr> <th>Financial Year</th> <th>Turnover</th> </tr> </thead> <tbody> <tr> <td>2023-2024</td> <td>9039.82</td> </tr> <tr> <td>2022-2023</td> <td>6405.16</td> </tr> <tr> <td>2021-2022</td> <td>5317.88</td> </tr> </tbody> </table> <p><u>Country in which has presence:</u> India</p>	Financial Year	Turnover	2023-2024	9039.82	2022-2023	6405.16	2021-2022	5317.88
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