



ENVIROTECH SYSTEMS LIMITED
(CIN: L31101DL2007PLC159075)

Registered Office: A-29, Block A, Shyam Vihar Phase-I, New Delhi, Delhi, 110043
Corporate Office: B-1A/19, Commercial Complex, Sector 51, Noida-201307 (U.P.),
Contact No.: +91-120-4337633, 4337439, Email: cs@envirotechltd.com, Website: www.envirotechltd.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of ENVIROTECH SYSTEMS LIMITED will be held on the 27th February, 2026 at 01:00 PM at the registered office of the Company situated at A-29, Block A, Shyam Vihar Phase-I, New Delhi, Delhi, 110043, through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM"), to transact below business: -

Special Business:

- 1. To Approve, Create, offer, issue and allot Options under Employee Stock Option Plan:**

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

"RESOLVED THAT pursuant to the provisions of section 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions under of Companies Act 2013 and such other applicable provisions of Companies Act 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB&SE) Regulations") other applicable laws/ regulations (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and subject to such approvals, permissions, sanctions and in accordance with the Memorandum and Articles of Association of the Company and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and upon receipt of recommendation of the Board in their respective meetings held on 31st January, 2026, approval of the Company be and is hereby accorded by a special resolution to the Board of Directors (hereinafter referred to as the "**Board**"), for the adoption of the '**ENVIROTECH SYSTEMS LIMITED Employees Stock Option Plan 2025**" ("Plan") which was tabled before this meeting along with supplementary documents thereto;

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board (including Nomination and Remuneration Committee which the Board has constituted as required under the Act and the rules made thereunder) to create, offer, issue and allot stock options as per the Plan into equivalent equity shares each to the eligible employees as determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive discretion;

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board (Nomination and Remuneration Committee which the Board has constituted as required under the Act and the rules made thereunder) for creation, offer, issue and allotment at any time, as per the Plan, equity shares of the face value of Rs 10/- (Rupees Ten Only) each of the Company, upon exercise of the options, at such price, and on such terms and conditions and upon meeting of



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such vesting criteria as may be fixed or determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive discretion;

RESOLVED FURTHER THAT the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the existing Equity Shares of the Company; unless otherwise decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications in the Plan including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the memorandum of association and articles of association of the Company and any other applicable laws;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares etc; of the Company, the number of above mentioned Options shall be appropriately adjusted;

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to Nomination and Remuneration Committee, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.

RESOLVED FURTHER THAT that all members of the Nomination and Remuneration Committee of the Company be and are hereby severally authorised to issue grant letter/s and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting stock options to the eligible employees as may be determined by the Nomination and Remuneration Committee of the Board of Directors of the Company from time to time

By the order of the board of Directors

For ENVIROTECH SYSTEMS LIMITED

SD/-

Manoj Kumar Gupta

Managing Director

DIN: 01187138

Date: 05/02/2026

Place: Noida



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NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. The Ministry of Corporate Affairs ('MCA'), General Circular No. 14/2020 dated 08 April, 2020, General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 05 May, 2020, General Circular No. 02/2021 dated 13 January, 2021, General Circular No. 02/2022 dated 05 May, 2022, MCA General Circular No. 11/2022 dated 28 December, 2022, MCA General Circular No. 09/2023 dated 25 September, 2023 and General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by Ministry of Corporate Affairs from time to time, as applicable, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI without the physical presence of the Members at a common venue, has allowed the Companies to conduct the EGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till September 30, 2025. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
3. As per the Circulars mentioned above, the Members may also note that the Company would not be sending EGM notice by post to the members whose email address is not registered with the Company or depository participants/depository.
4. The Company is providing a facility to the members as on the cut-off date, being Friday February 20, 2026 ("the cut-off date") to exercise their right to vote on the matters listed in the Notice by electronic voting systems (Remote e-voting). Additionally, the members can also exercise their right to vote by e-voting during the EGM. The process and manner of remote e-voting with necessary User ID and password is given below.
5. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC/OAVM. Any person who acquires shares of the company and becomes a member of the company after the dispatch of the Notice, and holding shares as on the Cut-Off Date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com or cs@envirotechltd.com or contact at toll free no. 1800 21 09911 or +91-120-4337633, 4337439. Voting by electronic mode is a convenient means of exercising voting rights and may help to increase the member's participation in the decision-making process.
6. The Members who have cast their vote prior to the meeting by remote e-voting may also attend the EGM but shall not be entitled to vote again. Once a vote is cast by a member, he / she shall not be allowed to alter it subsequently. In case a Member casts his / her vote, both by Remote e-Voting and e-voting at the EGM mode, then the voting done by Remote e-Voting shall prevail and the e-voting at the EGM shall be invalid.
7. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC/OAVM, physical attendance of



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Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. The members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Companies Act, 2013.
9. The Company has appointed "M/s. Reema Goyal & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. Institutional / Corporate Members intending to participate in the EGM through their authorized representatives are required to access the link <https://www.evotingindia.com> and upload duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. and may send a copy to the Scrutinizer through email at **csreemagoyal@gmail.com** authorising their representatives to attend and vote through remote e-voting on their behalf at the said Meeting.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names in the Register of Members of the Company will be entitled to vote.
12. All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. September 29, 2025. Members seeking to inspect such documents can send an email to E-mail: cs@envirotechltd.com.
13. As the EGM will be held through VC, the Route Map is not annexed in this Notice.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. Non-resident Indian members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent 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.
16. 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 DPs in case the shares are held by them in electronic form and to CDSL in case the shares are held by them in physical form.
17. In terms of SEBI circular dated March 16, 2023 and related circulars, Members holding shares in physical form are requested to register / update their PAN, e-mail address, bank details, nomination and other KYC details in



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the form and manner provided in the said circular to avoid freezing of such folios by the RTA.

18. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company at <https://www.envirotechltd.com> and on Service Provider's website at <https://www.evotingindia.com> not later than 2 working days from the conclusion of the EGM and shall also be communicated to the Stock Exchanges i.e. the National Stock Exchange of India Limited.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



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5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.envirotechltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 24th February, 2026 09.00 AM (IST) and ends on 26th February, 2026 06.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) Friday 20th February, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



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(iii) 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 shareholders/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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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



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	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdsindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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.cdsindia.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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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>3) 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</p>



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	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details



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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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



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Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



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- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@envirotechltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.



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2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.



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1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

This Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path. To this effect, the Company proposes to implement an Employee Stock Option Plan. The main objective of the Plan is to give employees, who are performing well, a certain minimum opportunity to gain from the Company's performance thereby acting as a retention tool and to attract the best talent available in the market.

The Board of Directors ("Board") of the Company at its meeting held on 31st January, 2026 approved introduction of the Envirotech Systems Limited Employees Stock Option Plan 2025' ("Plan") for the benefit of the present and future employees of the Company subject to the approval of the members by a special resolution.

The Board has nominated the Nomination and Remuneration Committee for the administration and superintendence of the Plan in accordance with the Companies Act 2013 and the rules made thereunder. Approval of the members is being sought for the issue of Stock Options to the Eligible Employees of the Companies as may be determined by the Nomination and Remuneration Committee of the Company.

The disclosures as required by the Regulations are as follows:

Sr. No.	Particulars (as per Regulation 10(b) requirements)	Details / Information
1.	Authorized Share Capital of the Company	₹20,00,00,000 (Indian Rupees Twenty Crore).
2.	Issued Share Capital of the Company as on the date of institution of the scheme	₹18,79,00,000 (Indian Rupees Eighteen Crore Seventy-Nine Lakh). (This is the paid-up capital on the date the ESOP 2025 Plan was instituted.)
3.	Date of institution of the scheme	January 31, 2026
4.	Validity period of the scheme	The scheme is valid up to March 31, 2030 (no further options will be granted after that date).



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5.	Date of notice of EGM/EGM for approving the scheme	The Board approved the ESOP 2025 Plan on January 31, 2026 and called for shareholder approval. Shareholders' special resolution notice (for approval of the scheme) was issued in February, 2026, and the Plan was adopted subject to shareholder approval.
6.	Date of EGM/EGM approving the scheme	February 27, 2026. (<i>Date of the General Meeting at which shareholders passed the special resolution approving the Envirotech ESOP Plan 2025.</i>)
7.	Kind of benefit granted under the scheme	Equity Shares – The scheme grants employee stock options which, upon vesting and exercise, give the employees the right to receive equity shares of Envirotech Systems Ltd.
8.	Whether the scheme covers the following categories of employees: a. Permanent employees of the Company b. Permanent employees outside India c. Permanent employees of subsidiary company(s) d. Permanent employees of holding company e. Directors (including whole-time or not)	Points a to e - Yes. The plan's definition of "Employee" includes all these categories (including directors), excluding however any independent director, any promoter or anyone holding over 10% of the company's shares (as per regulatory eligibility criteria).
9.	Total number of shares reserved under the scheme	The maximum number of equity shares that may be issued under the ESOP 2025 Plan is capped at 5% of the company's paid-up share capital (aggregated over the duration of the plan, via new issue of authorized but unissued shares).
10.	Number of shares entitled under each grant	Each stock option, upon vesting and exercise, entitles the holder to one equity share of the company (one option = one share), subject to adjustments in case of any corporate action.
11.	Total number of grants to be made	Not fixed in advance. Grants of options will be made in one or more tranches at the discretion of the Nomination &



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		Remuneration Committee (NRC) from time to time, within the overall limit of the scheme.
12.	Maximum number of options/shares to be granted per employee (per grant and in aggregate)	No specific maximum is defined in the plan for an individual employee. However, as a safeguard, any grant to a single employee exceeding 1% of the company's issued capital in any year would require separate shareholder approval in compliance with SEBI regulations. (At present, the company does not anticipate issuing more than 1% to any single employee in one year.)
13.	Exercise price or pricing formula	Tiered pricing: For options granted on or before February 27, 2026 , the exercise price is fixed at ₹10 per share . For grants made after February 27, 2026 , the exercise price will be determined based on either the book value per share (as of the latest audited March 31 financials) or at a discount to Fair Market Value (FMV) , as decided by the NRC. <i>(The book value is calculated as net worth divided by number of shares, and any discount to FMV will be decided by the NRC in compliance with applicable law. Notably, the plan also stipulates that the exercise price cannot be set below the face value of the share.)</i>
14.	Whether any amount is payable at the time of grant of options? If so, the quantum.	No. The scheme does not require employees to pay any amount at the time of grant. Options are granted free of cost, and the employee will pay the exercise price at the time of exercising the options. There is no upfront charge at grant.
15.	Lock-in period under the scheme	No lock-in. There is no mandatory lock-in period on the shares issued upon exercise of options under this plan. Once the options are exercised and shares allotted, employees are free to hold or sell the shares (subject to insider trading



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		regulations).
16.	Vesting period under the scheme	Staged vesting over 1–3 years, depending on tenure: <ul style="list-style-type: none">• <i>Employees with less than 5 years of service</i> at grant, the options vest over a period of 3 years (30% of the grant vests at end of Year 1, another 30% at end of Year 2, and the remaining 40% at end of Year 3).• <i>Employees with 5 years or more tenure</i> vest 100% in 1 year (all options vest at the end of Year 1). In all cases, the minimum vesting period is one year. (For any performance-based grants, the vesting period would be determined by NRC but not less than one year)
17.	Maximum period within which any grant shall vest	3 years from the date of grant (under the standard vesting schedule). All options granted are scheduled to become fully vested no later than three years from their grant date, except in certain special cases (e.g. long-tenured employees vest sooner, as noted above, or accelerated vesting upon death/disability – see below).
18.	Exercise period under the scheme	Standard exercise period: Vested options can be exercised up to 3 years from the date of vesting . In case of cessation of employment: If an employee leaves the company (due to resignation, retirement or permanent disability) or in the event of death, the vested options must be exercised within 12 months from the date of such cessation. After these periods, any unexercised vested options will lapse.
19.	Can an employee exercise all vested options at one time?	Yes. The scheme allows the employee to exercise any or all of the vested options at once, i.e. an employee may choose to



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		exercise the entire vested portion in a single instance if desired. There is no restriction requiring staggered or partial exercise.
20.	Can an employee exercise vested options at various times within the exercise period?	Yes. Employees are also permitted to exercise vested options in parts, at different times within the exercise period . In other words, partial exercises over time are allowed up to the end of the exercise window.
21.	Does the scheme provide for fair and reasonable adjustment to the number of options and/or the exercise price in case of corporate actions such as rights issues, bonus issues, etc.? If yes, cite the relevant scheme clause.	Yes. The scheme contains provisions (Article 14) to ensure fair and reasonable adjustments in the event of any change in capital structure or other corporate actions. In such cases, the Nomination and Remuneration Committee will adjust the number of options and/or the exercise price (and if necessary, the vesting/exercise timelines) to neutralize the effect of events like stock splits, bonus issues, rights issues, mergers, etc.. For example, if a bonus or stock split increases the number of shares, the number of option shares is increased and the exercise price reduced proportionately (and vice-versa for consolidations). These adjustments are intended to preserve the economic value of the options for the employees.
22.	Description of the appraisal process for determining eligibility of employees under the scheme	Grants under the ESOP Plan 2025 are made at the discretion of the Nomination and Remuneration Committee (NRC) . The NRC determines the eligibility of employees based on various factors such as the employee's performance, role criticality, length of service, and such other criteria as it may deem appropriate. The scheme empowers the NRC to set performance parameters and evaluate the employee's performance for the purpose of granting options. In practice, this means that the NRC will use the



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		company's performance appraisal outcomes and management recommendations to identify employees for option grants and decide the number of options to be granted to each.
23.	Time period within which vested options are to be exercised in the event of termination or resignation of an employee	In the event of an employee's resignation or termination (other than for misconduct), any vested options must be exercised within 12 months from the date of cessation of employment. Options not exercised within that 12-month window will lapse. (Unvested options lapse immediately upon the termination/resignation as per scheme rules.)
24.	Time period within which options are to be exercised in the event of death of the employee	In the unfortunate event of the employee's death while in service, the vested options can be exercised by the employee's nominee or legal heirs within 6 months from the date of death (this period can be extended at the discretion of the NRC). <i>(The scheme also provides that the NRC may, on compassionate grounds, allow some or all unvested options to vest immediately upon death, notwithstanding the one-year minimum vesting rule.)</i>
25.	Does the scheme specify conditions under which vested options may lapse in case of termination of employment for misconduct? If yes, provide the clause.	Yes. If an employee is terminated for "Cause" (e.g. fraud, gross misconduct, breach of trust, etc.), all options – including vested options – immediately lapse upon the notice of termination. The scheme's Article 12.2 defines termination for Cause and explicitly states that no vested rights are retained in such cases. (Additionally, any shares already acquired by exercising options prior to such termination must be offered for sale to the promoters as per the scheme's terms, underscoring the strict treatment of misconduct cases.)



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26.	Does the scheme provide for grant, vesting, and exercise of options in case of employees who are on long leave? If yes, provide the clause.	<p>Yes, the scheme accounts for such scenarios. It empowers the NRC to frame appropriate conditions for employees on long leave or secondment. In particular, if an employee is on an approved long leave or has been deputed to another group company, it is not treated as a cessation of employment – their options do not lapse purely due to such absence. Article 12.4 clarifies that the provisions of termination (Article 12.1) do not apply in case of secondment or deputation, as the employment is considered continuous with the company or its subsidiaries/holding. <i>(While the scheme does not spell out detailed vesting/exercise rules for every form of long leave, it leaves room for the NRC to make fair adjustments on a case-by-case basis to ensure such employees are not unfairly penalized.)</i></p>
27.	Whether any amount paid/payable by the employee at the time of grant will be forfeited if the employee does not exercise the options within the exercise period? Provide relevant clause.	<p>Not applicable. As noted in item 14, there is no amount payable at the time of grant of an option under this scheme. Since employees do not pay anything to receive the option grant, there is no upfront amount that could be forfeited for failure to exercise. The only payment (the exercise price) is due at the time of exercise, and if the option is not exercised within the allowed period, the option simply lapses with no financial loss to the employee apart from the opportunity cost.</p>
28.	Details of approval of shareholders pursuant to Regulation 6(3) with respect to: a. Grant to employees of subsidiary or holding or associate company b. Grant to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding	<p>a. Yes – The shareholders' special resolution dated February 27, 2026 approving the ESOP 2025 scheme expressly included the eligibility of employees of the Company's subsidiaries, holding company and associates to receive grants under the scheme. The plan's definition of eligible employees covers these categories, and</p>



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	outstanding warrants and conversions) at the time of grant	the inclusion was a part of the approval sought under Regulation 6(3). b. No specific grant approved – No individual employee has been approved to receive a grant exceeding 1% of the company's issued share capital in any year. The Company has not sought any separate shareholder approval for such a grant, as none is currently contemplated. (If in the future any grant of this size is proposed, it would require prior approval by shareholders through a separate special resolution in accordance with Regulation 6(3) of the SBEB&SE Regulations, 2021.)
29.	Details of any variation made to the scheme (since its approval) along with rationale and details of beneficiaries of such variation	Not applicable. <i>No variation has been made to the ESOP 2025 scheme since its institution.</i> The terms of the scheme remain as originally approved by the shareholders on Feb 27, 2026.
30.	Statement of compliance with applicable accounting policies	The Company shall account for the Employee Stock Option Plan 2025 in accordance with the applicable accounting standards, including Indian Accounting Standard (Ind AS) 102 - Share-based Payment, notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other applicable accounting principles and guidance notes issued by the Institute of Chartered Accountants of India. The Company confirms that it shall follow the prescribed accounting policies for recognition, measurement, presentation and disclosure of employee share-based payments in its financial statements.
31.	Statement on accounting impact	In accordance with Ind AS 102, the Company shall recognize the cost of stock options granted under the ESOP 2025 as an employee compensation expense in its financial statements over the vesting period, based on the fair value of the options as determined on the



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		grant date. The difference between the employee compensation cost computed using the fair value of the options and the intrinsic value, if any, shall be recognized as employee compensation expense.
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The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the Plan. In terms of the provisions of the Regulations, Plan is required to be approved by the members by passing of special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s). The Board recommends passing of the resolutions as set out for approval of the members as a special resolution.

By the order of the board of Directors

For ENVIROTECH SYSTEMS LIMITED

SD/-

Manoj Kumar Gupta

Managing Director

DIN: 01187138

Date: 05/02/2026

Place: Noida