



**NUPUR RECYCLERS LIMITED**

**(Formerly Known as Nupur Recyclers Private Limited)**

CIN: L37100DL2019PLC344788

Registered Office: Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12, Arjun Gali New Mandoli  
Industrial Area Near Shri Ram Bal Bharti Public School, New Delhi -110093

Telephone: [011-35008771](tel:011-35008771)

Email ID: [compliance@nupurrecyclers.com](mailto:compliance@nupurrecyclers.com) , Website: <https://www.nupurrecyclers.com/>

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]**

Dear Members,

Notice is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), Clause 16 of Secretarial Standard-2 (“**SS-2**”) issued by Institute of Company Secretaries of India, Regulation 44 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding General Meeting/conducting Postal Ballot through remote e- voting vide General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and other applicable laws, rules and regulations, if any, the Resolutions said forth below, are proposed to be passed by the members of **Nupur Recyclers Limited** (hereinafter referred to as the “**Company**”) through Postal Ballot only by way of voting through electronics means (“**Remote e-voting**”).

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the (“**SEBI Listing Regulations**”) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ M/s. Skyline Financial Services Private Limited, the Company’s Registrar & Transfer Agent (hereinafter referred as “**RTA**”). Further, the members would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Therefore, members are requested to communicate their assent or dissent through remote e-voting system only.



The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof, is also appended. The said resolutions and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Management Rules.

The Board of Directors of the Company has appointed Arun Goel, Proprietor – M/s Arun Goel & Associates, Practising Company Secretary (FCS No. 6861 and CP No. 12508), as the Scrutinizer (hereinafter referred as the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Monday, December 19, 2022, at the Registered Office of the Company and will be displayed at the Registered Office of the Company and intimated/ communicated to National Stock Exchange of India Limited (the “**NSE**”) (hereinafter collectively referred to as the “**Stock Exchange**”) where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company’s website <https://www.nupurrecyclers.com/> and on the website of Skyline Financial Services Private Limited i.e. <https://www.skylinerta.com/>

The resolution, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Thursday, December 15, 2022. The members are requested to consider and, if thought fit, pass the following resolution: -

#### **SPECIAL BUSINESSES:**

##### **1. Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 26,00,00,000 (Rupees Twenty-Six Crore only) consisting of 2,60,00,000 (Two-Crore Sixty Lakh) Equity Shares of Rs.10/- (Rupee Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten) each.



**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*“V. The authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten) each.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.

## **2. Issue of Bonus Shares to the members of the company**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolution**: -

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding RS. “22,87,99,960”/- (Rupees Twenty-Two Crore Eighty-Seven Lakh Ninety- Nine Thousand Nine-Hundred Sixty only) from and out of the Company’s Free Reserves and/or Securities Premium or such other permissible sources, for the purpose of issuance of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Rs. 10/- each (Rupees Ten) for every 1 (One) existing fully paid-up equity shares of



Rs. 10/- (Rupees Ten) held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shares shall be rounded to lower integer.

**RESOLVED FURTHER THAT** in the case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

**RESOLVED FURTHER THAT** the Board and/or the Company Secretary be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the shares of the Company are presently listed and/or on the Main Board of NSE & BSE per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

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

- 3. Migration of the Securities of the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and/or simultaneously to the Main Board Platform of BSE Limited.**

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

**“RESOLVED THAT** pursuant to the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Equity Shares of the Company, currently listed on Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and/or simultaneously to the Main Board Platform of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, NSE and BSE Limited and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or quasi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and/or simultaneously to the Main Board Platform of BSE Limited.

**RESOLVED FURTHER THAT** any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

**4. Appointment of Ms. Palakh Jain (DIN: 09524717), as a Director (Non Executive & Independent) of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Section 149,150, 152,161 read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations), Ms. Palakh Jain (DIN: 09524717), who has been appointed as an Additional Independent Director of the Company by the Board of Directors of the company at their meeting held on 14.11.2022, be and is hereby appointed as an Independent Director of the Company to hold the office till 30.09.2023



**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the company be and are hereby authorised jointly/severally to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution including but not limited to filing of necessary forms/ returns with the concerned statutory authorities.”

By order of the Board of Directors  
For **NUPUR RECYCLERS LIMITED**

Place: New Delhi  
Date: November 14, 2022

Sd/-  
**Shilpa Verma**  
**Company Secretary & Compliance Officer**  
**Membership No. FCS-10105**

**NOTES:**

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, 11<sup>th</sup> November, 2022 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. <https://www.nupurrecyclers.com/postal-ballot.html> and on the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

3. All the Members of the Company as on the Cut-off Date i.e. Friday, November 11, 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In furtherance to the MCA Circulars, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. **E-voting will commence on Wednesday, November 16, 2022 at 9.00 A.M. (IST) and will end on Thursday, December 15, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.**
6. The Board of the Company has appointed Arun Goel, Proprietor – M/s Arun Goel & Associates, Practising Company Secretary (FCS No. 6861 and CP No. 12508) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
7. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than Monday December 19, 2022. The Results of the E-voting/Postal Ballot will be declared on or before Monday, December 19, 2022, at the Registered office of the Company and on the website of the Company, on the website of RTA and intimated to the Stock Exchange on which the equity shares of the Company are listed i.e NSE.
8. The Postal Ballot Notice is also being uploaded on the Company’s website, <https://www.nupurrecyclers.com/postal-ballot.html> and of RTA i.e. <https://www.skylinerta.com/> .
9. All the documents related to the resolution to be passed are available for inspection by the members at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e., Thursday, December 15, 2022.
10. Resolution passed by the members through postal ballot (e-voting) will be deemed to have been passed on Thursday, December 15, 2022 as if it has been passed at a general meeting of the member.
11. Pursuant to the MCA Circulars, the Company has made arrangements for the shareholders to register their email addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by accessing the link <https://www.skylinerta.com/EmailReg.php>
12. Members are requesting to send all communication to our R&T Agents at the following address D-153A, First Floor Okhla Industrial Area, Phase-I New Delhi - 11002 or may communicate at email id [admin@skylinerta.com](mailto:admin@skylinerta.com).

13. The remote e-voting process shall be as under:

**INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:-**

1. The e-voting period commences on Wednesday, November 16, 2022 at (9.00 A.M) and will end on Thursday, December 15, 2022 at (5.00 P.M). During this period, members of the Company, holding shares in dematerialized form, as on the cut off date i.e Friday, 11 November, 2022, may cast their vote by e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution casted by the member, the member shall not be allowed to change it subsequently.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
3. Click on “Shareholder - login”.
4. Now Enter your User ID:
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8-character DP ID Followed by 8 digits client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first-time user follow the steps given below:

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"> <li>• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number in the PAN field which is printed on the address sticker.</li> </ul>
Dividend Bank details or Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the Company/ Depository Participant, please enter the DP ID and Client ID/ Folio No. in the dividend bank details field as mentioned in instruction (4).</li> </ul>



8. After entering these details appropriately, click on “SUBMIT” tab.
9. Members 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Company Name i.e. “NUPUR RECYCLERS LIMITED” on which you choose to vote.
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for the company resolution(s).

**Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1 - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

The Current Authorised Share Capital of your Company is Rs. 26,00,00,000 (Rupees Twenty-Six Crore only) consisting of 2,60,00,000 (Two Crore Sixty Lakh) Equity Shares of Rs.10/- (Rupee Ten) each. The Company proposes to increase its authorized share capital to Rs. 50,00,00,000/- (Rupees Fifty Crores only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten) each to cover issuance of Bonus shares.

Pursuant to the provisions of Section 61 the proposed increase of Authorized Share Capital of the Company requires approval of the Members of the Company. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. The Board of your Company recommends that the resolutions under Item No. 1, be passed in the interest of your Company.

### **Item No. 2 – Issue of Bonus Shares.**

Your management always strive to work for growth of your company, at the same time your management thinks of betterment of the shareholders of the company for their continuing support, therefore, the Board of Directors at its meeting held on November 14, 2022, subject to consent of the Members of the Company, approved and recommended issuance of bonus equity shares of Rs. 10/- (Rupees Ten) each credited as fully paid-up to eligible members of



the Company in the proportion of 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by the member of the company, by capitalizing a sum not exceeding RS. 22,87,99,960/- (Rupees Twenty-Two Crore Eighty-Seven Lakh Ninety-Nine Thousand Nine Hundred Sixty only) out of the Company's Securities Premium account or free reserves or any other permissible sources.

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of the Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company. The Board of Directors of the Company recommends that the Resolution under Item No. 2 be passed in the interest of your Company.

**Item No. 3 - Migration of Securities of the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and/or simultaneously to the Main Board Platform of BSE Limited.**

Your Company is presently listed on the Emerge Platform of National Stock Exchange of India Limited since December 23, 2021. The Paid-up Equity share capital after approval of Resolution No. 2 by the members of the Company shall be Rs. 45,75,99,920 (Forty-Five Crore Seventy-Five Lakh Ninety-Nine Thousand Nine Hundred and Twenty). Thus, the Company is eligible to migrate the Company from Emerge Platform of National Stock Exchange of India Limited to the Main Board Platform of National Stock Exchange of India Limited and/or simultaneously to the Main Board Platform of BSE Limited.

The Board of Directors in their meeting held on November 14, 2022 has decided to migrate the Securities of the Company from NSE Emerge platform to the Main Board Platform of NSE and/or BSE, which will take the Company into a different league along with the enhanced recognition and increased participation by the investors.

The Members are therefore requested to accord their approval for the purpose of Migration of the Company from NSE Emerge (SME platform of NSE) to the Main Board Platform of NSE and/or BSE as set out in the Notice. Accordingly, the Board recommends the Resolution No. 3 in the Postal Ballot Notice to be passed as Special Resolution by the Members.



*Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

The Board of Directors of the Company propose the resolution for your approval.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. The Board of your Company recommends that the resolutions under Item No. 3, be passed in the interest of your Company.

**Item No. 4 Appointment of Ms. Palakh Jain (DIN: 09524717), as a Director (Non Executive & Independent) of the Company**

Pursuant to the passing of resolution specified in Item No. 03 of this Postal Ballot Notice, your company will be required to comply with the regulation 17 of the SEBI LODR Regulations, 2015, your management has a viewpoint of being compliant all the time, therefore, the Board

of Directors of the company on the recommendation of Nomination and Remuneration Committee (NRC) appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company Ms. Palakh Jain (DIN: 09524717) as an Additional Independent Director of the Company at their meeting held on 14.11.2022

Pursuant to Section 149, 150, 152 160 and Schedule IV (Code for Independent Directors) of the Act read with the Listing’ Regulations and the Articles of Association of the Company, the Board of Directors of the Company recommend the name of Ms. Palakh Jain (DIN: 09524717) for appointment as an Independent Director of the Company to hold office only up to 30.09.2023.

Section 149 of the Act inter alia stipulates the criteria of independence, should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the board of a company and that independent director shall not be included in the total number of directors liable to retire by rotation.

**Brief Resume, Profile and experience**

Dr. Palakh Jain is an Associate Professor in the School of Management at Bennett University. A Fellow of IIM- Ahmedabad in Economics area and alumni of Delhi School of Economics, University of Delhi, Palakh was awarded Junior Research Fellowship by the UGC in 2005. Recently, she was associated as a Consultant with ICRIER leading a project on Indo-Pak FDI. In past, Palakh had been associated with constituent colleges of Delhi University as an Assistant Professor of Economics. Her research interests include Outward FDI and Emerging Market MNCs.



The Board of Directors is of the view that Ms. Palakh Jain, is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion she fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. Ms. Palakh Jain has provided her consent for the said appointment and she also confirmed that she is not; debarred from appointment by any order of SEBI or any other authority; and is not liable to any disqualification under the provisions of Section 164 of the Act.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Palakh Jain (DIN: 09524717), as an Independent Director.

The Board of Directors recommend the resolution as set out at Item No. 4 of the Notice for approval of the shareholders as an Ordinary Resolution.

Except Ms. Palakh Jain being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 4 as set out in the Notice.

By order of the Board of Directors  
For **NUPUR RECYCLERS LIMITED**

Place: New Delhi  
Date: November 14, 2022  
**Membership No. FCS-10105**

Sd/-  
**Shilpa Verma**  
**Company Secretary & Compliance Officer**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:**

Name of the Director	Ms. Palakh Jain, holding DIN: 09524717
Age	39 years Approx
Date of Birth	16.03.1983
Date of First Appointment on the Board	14.11.2022
Experience (including expertise in specific functional) area /Brief Resume	Dr. Palakh Jain is an Associate Professor in the School of Management at Bennett University. A Fellow of IIM- Ahmedabad in Economics area and alumni of Delhi School of Economics, University of Delhi, Palakh was awarded Junior Research Fellowship by the UGC in 2005. Recently, she was associated as a Consultant with ICRIER leading a project on Indo-Pak FDI. In past, Palakh had been associated with constituent colleges of Delhi University as an Assistant Professor of Economics. Her research interests include Outward FDI and Emerging Market MNCs.
Qualification	PhD from IIM Ahmedabad, MA(Economics) from Delhi School' of Economics
Terms & Conditions of Re-appointment	As per Resolution
Remuneration proposed to be paid	She is entitled to sitting fees as decided by the Board of Directors from time to time.
Remuneration Last drawn	Nil
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any director & KMP
Number of meetings of the Board attended during the financial year	Nil
Directorships of other Boards	Nil
Membership/ Chairmanship of committees of other listed companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Shareholding of Non Executive Directors of the Company	Not Applicable