



Date: December 16, 2025

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001
Scrip Code: 544199
Scrip ID: GEMENVIRO

Subject: Outcome of the Board of Directors meeting held on December 16, 2025

Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), this is to inform you that the Board of Directors of the Company at their meeting held today i.e., Tuesday, December 16, 2025, has, inter alia, considered the following:

1. Based on the recommendation of Nomination and Remuneration Committee of the Company, the Board has approved the appointment of Mr. Suresh Kumar Gupta (DIN: 00375710) as an Additional Director in the category of Non- Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 16, 2025, subject to the approval of the shareholders of the Company.

Further, as per the requirement of the Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by the BSE, we hereby confirm that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

The details as required under Regulation 30 read with Schedule III Part A Para A of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular') are attached as **Annexure A**.

2. The Board has approved the acquisition of 50.10 % stake in Solluz Energy Private Limited ("Solluz") having CIN: U52100DL2015PTC277648 and decided to enter into the Share Subscription Agreement. Consequently, Solluz will become the Subsidiary of the Company.

GEM ENVIRO MANAGEMENT LIMITED

(Formerly Known as GEM Enviro Management Private Limited)

Waste Management Agency (WMA)

Reg. Office : Unit no.203, Plaza- 3, Central Square, Bara Hindu Rao, Delhi- 110006, Ph. No. 011-49068377

Email : info@gemrecycling.com, Web : www.gemrecycling.com, CIN No. : L93000DL2013PLC247767



The details as required under Regulation 30 read with Schedule III Part A Para A of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular') are attached as **Annexure B**.

3. The Board has approved the re-constitution of various committees of Board of Directors of the Company. The Composition of these Committees after reconstitution, with effect from December 16, 2025, are enclosed as **Annexure C**.

The Meeting commenced at 04:30 P.M. and concluded at 05:15 P.M.

Kindly take the same on your record and bring notice to all the concerned.

For **GEM Enviro Management Limited**

Tripti Goyal
Company Secretary and Compliance Officer
Membership No.: ACS73180

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Annexure A

The details as required under Regulation 30 read with Schedule III Part A Para A of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular'):

Sr. No.	Particulars	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise	Appointment of Mr. Suresh Kumar Gupta (DIN: 00375710) as Additional Director in the category of Non- Executive Independent Director of the Company.
2.	Date of appointment/ reappointment/cessation (as applicable) & terms of appointment/ re-appointment	<p>Date of Appointment: December 16, 2025</p> <p>Terms of Appointment: Mr. Suresh Kumar Gupta (DIN: 00375710) is appointed as an Additional Director in the category of Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 16, 2025, subject to the approval of the shareholders of the Company.</p>
3.	Brief Profile (in case of appointment)	<p>Mr. Suresh Kumar Gupta is a seasoned Practicing Chartered Accountant with over 40 years of extensive professional experience in the field of accounting, auditing, taxation, and financial advisory services.</p> <p>Throughout his distinguished career, he has advised companies across various sectors and also involved in assisting businesses in their growth and expansion, including strategic planning, financial and investments decision and evaluation of new business opportunities.</p> <p>His extensive experience and objective approach make him well-suited for appointment as an Independent Director, where he can contribute effectively to long-term value creation.</p>
4.	Disclosure of relationships between Directors (in case of appointment of a director)	Mr. Suresh Kumar Gupta (DIN: 00375710) is not related to any of the directors of the Company.

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Annexure B

The details as required under Regulation 30 read with Schedule III Part A Para A of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular'):

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc	Name: Solluz Energy Private Limited ("Solluz") Authorised share capital: Rs. 1,00,000 Paid up share capital: Rs. 1,00,000 Revenue from operations: Rs. 34,90,78,422 as on March 31, 2025
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"	It is not a Related Party Transaction. The Solluz will become the Subsidiary of the Company after the said acquisition.
3.	Industry to which the entity being acquired belongs	Solluz is engaged in the business of Engineering, Procurement, and Construction (EPC) services and installation of Solar Energy Plant.
4.	Objects and impact 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)	The proposed subsidiary shall, inter alia, operate in the solar energy domain, which aligns with GEM's core focus on environmental sustainability.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	No governmental or regulatory approval is required for such investment.
6.	Indicative time period for completion of the acquisition	On or before January 31, 2026

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7.	Nature of consideration -whether cash consideration or share swap or any other form and details of the same	Cash								
8.	Cost of acquisition and/or the price at which the shares are acquired	Rs. 5,00,00,000 (Rupees Five Crores) approximately								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	With this investment, Company's shareholding in Solluz would be 50.10% (i.e. Solluz will become the Subsidiary of the Company)								
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>Solluz Energy private Limited was incorporated on March 09, 2015 under the provisions of the Companies Act, 2013. It is engaged in the business of Engineering, Procurement, and Construction (EPC) services and installation of Solar Energy Plant.</p> <p>Last 3 years' Turnover:</p> <table><tr><th>Particulars</th><th>FY 25</th><th>FY 24</th><th>FY23</th></tr><tr><td>Turnover (Rs. in crores)</td><td>34.91</td><td>17.18</td><td>10.44</td></tr></table> <p>Country of Incorporation: India</p>	Particulars	FY 25	FY 24	FY23	Turnover (Rs. in crores)	34.91	17.18	10.44
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Annexure C

Reconstitution of Committees of the Board of Directors the Company with effect from December 16, 2025

Composition of the Committee		
Name of Directors	Designation	Category
Audit Committee		
Suresh Kumar Gupta	Chairman	Independent Director
Sandhya Kohli	Member	Independent Director
Anil Kumar Behl	Member	Managing Director
Nomination and Remuneration Committee		
Suresh Kumar Gupta	Chairman	Independent Director
Sandhya Kohli	Member	Independent Director
Dinesh Pareekh	Member	Non-Executive Director
Corporate Social Responsibility Committee		
Anil Kumar Behl	Chairman	Managing Director
Sandhya Kohli	Member	Independent Director
Dinesh Pareekh	Member	Non-Executive Director
Stakeholders Relationship Committee		
Dinesh Pareekh	Chairman	Non-Executive Director
Anil Kumar Behl	Member	Managing Director
Suresh Kumar Gupta	Member	Independent Director

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