



Date: February 17, 2026

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrip Code: 544199
Scrip ID: GEMENVIRO

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

Dear Sir/ Ma'am,

In compliance with Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this is to inform you that the Board of Directors of the Company at their meeting held today i.e., Tuesday, February 17, 2026, has approved the incorporation of Joint Venture Company in collaboration with Rudrabhishek Infosystem Private Limited (CIN: U72900DL2012PTC2455630), a wholly owned subsidiary of Rudrabhishek Enterprises Limited (CIN: L74899DL1992PLC050142) for providing technical and technological solutions in recycling, waste management, sustainability and eco system conservation.

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

The Board Meeting commenced at 04:30 P.M. and concluded at 05:00 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

Encl: as above

GEM ENVIRO MANAGEMENT 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



Annexure A

The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024: Disclosure of acquisition (including agreement to acquire)

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc	<p>The name of the proposed Company is Nova GEM Limited or any other name as may be approved by Ministry of Corporate Affairs ("MCA").</p> <p>Proposed Authorised share capital: Rs. 1,00,00,000</p> <p>Proposed Paid up share capital: Rs. 50,00,000</p> <p>Turnover: Not applicable</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>No</p> <p>The proposed Company will become a Subsidiary and related party of the Company after incorporation.</p>
3.	Industry to which the entity being acquired belongs	Providing technical and technological solutions in sustainability areas.
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, deal in providing technical and technological solutions in sustainability areas.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	The incorporation of the proposed subsidiary is subject to the approval of the MCA.
6.	Indicative time period for completion of the acquisition	Not Applicable

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7.	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	The Company will be paying cash consideration to the proposed subsidiary towards subscription of 51% shareholding.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	51%
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)	Not Applicable since the target entity is yet to be incorporated

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Annexure B

The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024: Disclosure of proposed Joint Venture Agreement

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	The Board has provided its in-principle approval to enter into a Joint Venture with Rudrabhishek Infosystem Private Limited. The Joint Venture agreement is yet to be finalised and executed.
2.	Purpose of entering into the agreement	Proposed Joint Venture Agreement is a part of the Company's strategic investment for providing technical and technological solutions in recycling, waste management, sustainability and eco system conservation.
3.	Shareholding, if any, in the entity with whom the agreement is executed	Nil
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The terms of the Joint Venture agreement is yet to be finalised and executed.
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No, the transaction is not a Related Party Transaction.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued	On incorporation of the Joint Venture Company, the Company will acquire up to 51% stake and Rudrabhishek Infosystem Private Limited will acquire up to 49% stake.

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8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	<p>The terms of the Joint Venture agreement is yet to be finalised and executed.</p> <p>There is no potential conflict of interest arising out of this proposed agreement.</p>
9.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>a. name of parties to the agreement; b. nature of the agreement; c. date of execution of the agreement; d. details of amendment and impact thereof or reasons of termination and impact thereof.</p>	Not Applicable

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Annexure C

The details as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024: Arrangements for strategic tie-up

Sr. No.	Particulars	Details
1.	Name of the entity(ies) with whom agreement/ JV is signed	Rudrabhishek Infosystem Private Limited The Joint Venture agreement is yet to be finalised and executed.
2.	Area of agreement/JV	Proposed Joint Venture Agreement is a part of the Company's strategic investment for providing technical and technological solutions in recycling, waste management, sustainability and eco system conservation.
3.	Domestic/International	Domestic
4.	Share Exchange ratio / JV ratio	The proposed shareholding of the Joint Venture Company shall be as follows: a. GEM Enviro Management Limited – 51%; and b. Rudrabhishek Infosystem Private Limited– 49%
5.	Scope of business operation of agreement / JV	To provide technical and technological solutions in recycling, waste management, sustainability and eco system conservation.
6.	Details of consideration paid / received in agreement / JV	The Joint Venture Company is yet to be incorporated. The proposed shareholding of the Joint Venture Company shall be as follows: a. GEM Enviro Management Limited – 51%; and b. Rudrabhishek Infosystem Private Limited– 49%
7.	Significant terms and conditions of agreement / JV in brief	The terms of the Joint Venture agreement is yet to be finalised and executed.

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8.	Whether the acquisition would fall within related party transactions 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”	No, the transaction is not a Related Party Transaction.
9.	Size of the entity(ies)	<p>GEM Enviro Management Limited: Revenue from operations- Rs. 5,920.04 Lakhs Net Worth- Rs. 4,893.27 Lakhs (as per Audited Financial Statements for the financial year ended March 31, 2025)</p> <p>Rudrabhishek Infosystem Private Limited: Revenue from operations- Rs. 889.37 Lakhs Net Worth- Rs. 646 Lakhs (as per Audited Financial Statements for the financial year ended March 31, 2025)</p>
10.	Rationale and benefit expected	Proposed Joint Venture Agreement is a part of the Company's strategic investment for providing technical and technological solutions in recycling, waste management, sustainability and eco system conservation.

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