

May 29, 2026

To,
Listing Department,
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) Mumbai- 400051

Sub: Intimation of “Extra-Ordinary General Meeting of the members of the Company”, “E-Voting”, “Book Closure” and “Record Date”

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

Symbol: GPECO

Dear Sir,

In terms of Regulation of 30 of SEBI (Listing Obligation and Disclosure Requirements Regulations 2015, the details in connection to the Extra-Ordinary General Meeting of the members of the company are mentioned below:

A.) Day, Date and Time of Extra-Ordinary General Meeting:

The **Extra-Ordinary General Meeting (“EGM”)** of the members of the Company will be held on **Saturday, June 20, 2026, at 02:30 PM (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). Venue of the EGM would be deemed to be the corporate office of the Company, i.e, **2117, 21st Floor, Golden Tower, Wave One, Sector-18, Noida, Uttar Pradesh- 201301.**

In accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, Notice of the EGM has been sent electronic mode only to those Members whose e-mail address(es) are registered with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participant(s).

B.) Cut-off date for e-voting

The Company has fixed **Saturday, June 13, 2026**, as the “**Cut-off Date**” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the EGM or to attend the EGM.

C.) Remote E-voting Period:

The remote e-voting period for the EGM would begin on **Wednesday, June 17, 2026, at 9:00 A.M. (IST)** and end on **Friday, June 19, 2026, at 5:00 P.M. (IST)**

D.) Book Closure Period:

The Books of the Company will remain closed from **Saturday, June 13, 2026**, to **Saturday, June 20, 2026** (both days inclusive).

GP ECO SOLUTIONS INDIA LIMITED

(Formerly known as ‘GP Eco Solutions India Private Limited’)

GSTIN: 09AADCG8938P2ZO

CIN: L31908UP2010PLC041528

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ANNEXURE

Benpos Date for Sending Notice	May 22, 2026
Date of Completion of Dispatch	May 29, 2026
Cut Off Date	June 13, 2026
Book Closure Start Date	June 13, 2026
Book Closure End Date	June 20, 2026
Remote e-Voting Start Date	June 17, 2026
Remote e-Voting Start Time	09:00 A.M.
Remote e-Voting End Date	June 19, 2026
Remote e-Voting End Time	05:00 P.M.
Date of EGM	June 20, 2026
EGM Start Time	02:30 pm

Notice of EGM is attached herewith.
You are requested to take the same on your records.

Thanking You,
Yours Faithfully,
For GP Eco Solutions India Limited

Company Secretary & Compliance Officer
Tanushree
Membership No.: A28056

Copy To:

- CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED**
805, INDRAPRAKASH BLDG 21, BARAKHAMBA ROAD CONNAUGHT PLACE NEW DELHI DELHI
INDIA-110001
- BIGSHARE SERVICES PRIVATE LIMITED**
Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East)
Mumbai - 400093, India.

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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF GP ECO SOLUTIONS INDIA LIMITED WILL BE HELD ON SATURDAY, JUNE 20, 2026, AT 02:30 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIOVISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESS:

ITEM NO. 01

ISSUANCE OF 553000 EQUITY SHARES TO THE PERSONS/ENTITIES BELONGING TO THE “PUBLIC” CATEGORY ON PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 553000 (Five Lac Fifty Three Thousand) Equity shares of face value of Rs. 10/- (Rupees Ten only)** each (“Equity Shares”) for cash, at an issue price of **Rs. 364/- (Rupees Three Hundred Sixty Four Only)** per equity share determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, *for an aggregate amount of up to Rs. 201,292,000/- (Rupees Twenty Crores Twelve Lacs and Ninety Two Thousand Only)*, on such terms and conditions and in such manner as may be

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finalized by the Board of Directors, to the below mentioned persons/entities belonging to the “**Public**” category (“**Proposed Allottees**”) in the manner as follows:

S. No.	Name of Proposed Subscriber	Category	No. of Equity Shares to be allotted (up to)	Amount in Rupees (up to)
1	Sandeep Singh	Public	1,00,000	3,64,00,000
2	Khushboo Siddharth Nahar	Public	1,00,000	3,64,00,000
3	Smart Horizon Opportunity Fund	Public	1,00,000	3,64,00,000
4	Vijaya Sharma	Public	12,000	43,68,000
5	Amarpal Singh Hura	Public	12,000	43,68,000
6	Mastermind JPIN Investment Managers LLP	Public	50,000	1,82,00,000
7	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Public	15,000	54,60,000
8	AlphaGrow Avenue LLP	Public	20,000	72,80,000
9	Anu Aggarwal	Public	7,000	25,48,000
10	Gaurav Lohiya	Public	7,000	25,48,000
11	Sagent India Private Limited	Public	12,000	43,68,000
12	Dalip Singh Mohoora	Public	7,000	25,48,000
13	Neelotpal Shukla	Public	9,000	32,76,000
14	Akriti Mahajan	Public	3,000	10,92,000
15	Pine Capital	Public	10,000	36,40,000
16	Suresh Zunzunwala	Public	10,000	36,40,000
17	Vaibhav Agarwal	Public	4,000	14,56,000
18	Jagdip Singh	Public	25,000	91,00,000
19	Rajan Goel	Public	5,000	18,20,000
20	Manoj Tomar	Public	5,000	18,20,000
21	Uma Shankar Gaud	Public	3,000	10,92,000
22	Ashok Singh	Public	3,000	10,92,000
23	Kolumbus Financial Advisory Services LLP	Public	20,000	72,80,000
24	Jatin Sharma	Public	3,000	10,92,000
25	Tiger Assets Private Limited	Public	5,000	1,820,000
26	Harprit Singh	Public	6,000	2,184,000
			5,53,000	20,12,92,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, May 21, 2026**, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on **Tuesday, June 20, 2026**.

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RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

ITEM NO. 02.

ISSUANCE OF UP TO 2847000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS/ENTITIES BELONGING TO THE 'PROMOTER' AND "PUBLIC" CATEGORY ON A PREFERENTIAL BASIS.

To consider and, if thought fit, to pass the following resolution as a *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the equity shares of the Company are listed (collectively

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“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 2,847,000 (Twenty Eight Lac Forty Seven Thousand) Fully Convertible Warrants (“Warrants”)** at an issue price of **Rs. 364/- (Rupees Three Hundred and Sixty Four Only)** per warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of **Rs.10/-** each, for cash, for an aggregate amount of up to **Rs. 1,036,308,000/- (Rupees One Hundred Three Crores Sixty Three Lacs and Eight Thousand Only)**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the ‘Promoter’ category (“Proposed Allottees”) in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category (Promoter & Promoter Group/ Public)	No. of Warrants to be allotted (up to)	Amount in Rupees (up to)
1.	Anju Pandey	Promoter	2,33,334	8,49,33,576
2.	Deepak Pandey	Promoter	2,33,333	8,49,33,212
3.	Astik Mani Tripathi	Promoter	2,33,333	8,49,33,212
4.	Minerva Ventures Fund	Public	9,18,500	33,43,34,000
5.	Al Maha Investment Fund PCC -ONYX Strategy	Public	9,18,500	33,43,34,000
6.	Kolombus Financial Advisory Services LLP	Public	1,10,000	4,00,40,000
7.	LRSD Securities Private Limited	Public	2,00,000	7,28,00,000
Total			2,847,000	1,036,308,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the *Relevant Date* for determining the minimum issue price shall be **Thursday, May 21, 2026**, being the date which is 30 days prior to the date of Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on **Tuesday, June 20, 2026**.

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RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the “**Warrant Exercise Period**”).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

ITEM NO. 03.

TO APPROVE MATERIAL RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to enter into related party transaction(s) with the parties being a related party within the meaning of Section 2(76) of the Companies Act, 2013, on such terms and conditions as may be mutually agreed between the parties and in the ordinary course of business and/or on arm’s length basis as tabled below.

S. No.	Name of Related Party	Relationship with Company/ Director/ KMP	Nature of Transaction	Materiality Threshold	Tenure/ Duration of Transaction
				(In Crores)	
1	Invergy India Private Limited	WOS	Purchase of Material	267.14	On-going
2	Invergy India Private Limited	WOS	Purchase of Services	5.05	On-going
3	Invergy India Private Limited	WOS	Sale of Material	284.4952	On-going
4	AN3 techno Power Limited	Subsidiary	sale, purchase or supply of any goods or materials	100	1 year

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5	AN3 techno Power Limited	Subsidiary	leasing of property of any kind	1	1 year
6	AN3 techno Power Limited	Subsidiary	availing or rendering of any services	5	1 year
7	GPES Green Projects Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	1000	1 year
8	GPES Green Projects Private Limited	Subsidiary	leasing of property of any kind	1	1 year
9	GPES Green Projects Private Limited	Subsidiary	availing or rendering of any services	100	1 year
10	Digital Khidki Branding Pvt Ltd	Common Director	sale, purchase or supply of any goods or materials	10	1 year
11	Digital Khidki Branding Pvt Ltd	Common Director	availing or rendering of any services	5	1 year
12	GPES Solar 6 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	100	1 year
13	GPES Solar 6 Private Limited	Subsidiary	availing or rendering of any services	10	1 year
14	GPES Solar 8 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	50	1 year
15	GPES Solar 8 Private Limited	Subsidiary	availing or rendering of any services	10	1 year
16	GPES Solar 7 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	50	1 year
17	GPES Solar 7 Private Limited	Subsidiary	availing or rendering of any services	10	1 year

RESOLVED FURTHER THAT any director, be and is hereby authorized to negotiate, finalize and execute all agreements, documents, papers and writings and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to any authority or person as may be required.”

ITEM NO. 04.

TO APPROVE INCREASE IN LIMITS OF THE COMPANY TO SELL UNDER SECTION 180(1)(a) OF COMPANIES ACT 2013.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, the Members of the Company hereby approves the increase in

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the limit for the sale, creation of charge, security, or mortgage on the assets, properties, or undertakings of the Company, as approved by the board of Directors, in the following manner:

- The Company is authorized to sell, transfer, lease, mortgage, or create a charge on all or any of its assets, properties, or undertakings, whether movable or immovable, for a total value not exceeding INR 750 Crores (Indian Rupees Seven Hundred and Fifty Only) in aggregate during the financial year 26-27.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters, and things, including filing of necessary forms with the Registrar of Companies, as may be required to give effect to this resolution.”

ITEM NO. 05.

TO APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR: 2026-2027.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded for the borrowing limits of GP Eco Solutions India Limited for the financial year: 2026-27, such that the total borrowings of the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed INR 750 Crores (Indian Rupees Seven Hundred and Fifty Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate powers to the Executive Board Committee (“EBC”) to use, modify, amend, reduce or enhance the existing or new borrowing facilities interchangeably among various lenders, without any restriction on borrowing from a specific lender, subject to the overall borrowing limits as approved by the Members.

RESOLVED FURTHER THAT any director of the company, be and is hereby authorised to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

ITEM NO. 06.

TO APPROVE GRANT OF LOAN / PROVIDING GUARANTEE / SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for granting of loan to / giving guarantee or providing security in connection with any loan taken by our group entities as tabled below, on such terms and conditions as may be mutually agreed between the parties and in compliance with the provisions of the Companies Act, 2013:

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S. No.	Name of Borrower / Entity	Nature of Relationship with Company	Purpose of Loan / Guarantee / Security	Type (Loan / Guarantee / Security)	Amount Proposed (INR) (In Crores)	Name of Interested Director
1	Invergy India Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	200	Deepak Pandey & Astik Mani Tripathi
2	Invergy Medicare Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Deepak Pandey & Astik Mani Tripathi & Pradeep Kumar Pandey
3	AN3 techno Power Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Deepak Pandey
4	GPES Green Projects Private Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	200	Deepak Pandey & Astik Mani Tripathi
5	GPES Solar 2 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Deepak Pandey & Astik Mani Tripathi
6	GPES Solar 4 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Deepak Pandey & Astik Mani Tripathi
7	GPES Solar 3 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Deepak Pandey & Astik Mani Tripathi
8	GPES Solar 6 Private Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	100	Anju Pandey
9	GPES Solar 5 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Anju Pandey
10	GPES Solar 10 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	200	Anju Pandey
11	GPES Solar 9 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Anju Pandey
12	GPES Solar 1 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Deepak Pandey & Astik Mani Tripathi
13	GPES Solar 8 Private Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Anju Pandey

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NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the Special Business as set out in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Pursuant to the recent MCA Circular dated September 25, 2023, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and other notifications in force and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], The proceedings of the Extra-ordinary General Meeting will be deemed to be conducted at the Registered Office of the Company at 22/17, 22nd Floor, Gold Tower, Wave One, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, which shall be deemed venue of the Extra-Ordinary General Meeting.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Extra-ordinary General Meeting 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. The instrument appointing a proxy to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
4. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Members/Proxies are requested to submit their attendance slips duly filled in along with their copy of this notice for attending the Meeting.
6. Corporate members intending to attend the Extra-ordinary General Meeting through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting. The said Resolution/Authorization shall be sent to the company by email through its registered email address to cs@gpecosolutions.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. The remote e-voting period commences on **Wednesday, June 17, 2026 (09:00 A.M.)** and ends on **Friday, June 19, 2026 (05:00 P.M.)**. No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, June 13, 2026** may cast their vote by remote e-voting.
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **Bigshare Services Private Limited**, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Ph: - 8069219060; Fax: - 022-62638200 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with PIN Code number. In case shares are in demat form, members are requested to update their bank detail with their depository participant.

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9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Resolutions to be passed at the meeting are requested to send the queries in writing at least one week before the meeting.
11. All documents referred to in the Notice and other relevant papers shall be available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11:00 A.M to 1:00 P.M except Saturday, Sunday and Public Holidays.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrar and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. The Board of Directors of the Company, at its meeting held on **May 28th, 2026**, appointed **CS Naveen Shree Pandey** (Company Secretary in Practice), who in the opinion of the Board is a duly qualified person, as the **Scrutinizer** who will scrutinize the voting process fairly and transparently. **Naveen Shree Pandey (Ph. No. +91-9990756359, email- secretarial.skcs@gmail.com)** has communicated his willingness to be appointed and will be available for same purpose. The Scrutinizer shall submit his report of the votes cast in favor or against, if any, to the Chairman of the Company or such other person as may be authorized.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and vote during the Extra-Ordinary General Meeting.
16. Pursuant to the applicable Circulars issued by the MCA and SEBI, the Notice of the Extra-Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.gpecosolutions.com/. The same can also be accessed from the website of the Stock Exchange i.e. at The NSE Limited at www.nseindia.com/ and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
17. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices and Circulars etc. from the Company electronically.

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18. Members are requested to quote the ledger folio/ DP ID and Client ID in all communication with the Company.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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 the Registrar & Share Transfer Agent of the Company, **Bigshare Services Private Limited**, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Ph: - 8069219060; Fax: - 022-62638200
For shares held in electronic form: to their Depository Participants (DPs).
20. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
21. Procedure for registration as speakers / seek clarification:
 - (a) Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the Extra-Ordinary General Meeting. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the Extra-Ordinary General Meeting.
 - (b) Members seeking any information with regard to the resolution as placed at the Extra-Ordinary General Meeting and relevant documents referred to in the accompanying Notice and in the Explanatory Statements, are requested to write to the Company through email on cs@gpecosolutions.com at least seven working days prior to the Extra-Ordinary General Meeting, so that the required information can be made available during the Extra-Ordinary General Meeting.
22. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories / RTA. The Company shall send a physical copy of the Notice to those Members who specifically request for the same at cs@gpecosolutions.com mentioning their name, PAN, Folio No./ DP ID and Client ID. Members may note that the Notice will also be available on the website of the Company viz., www.gpecosolutions.com and on the websites of the Stock Exchange at www.nseindia.com. The Notice will also be available on the website of CDSL at www.evongindia.com.

**By Order of the Board of Directors
For GP Eco Solutions India Limited**

**Tanus
hree**

**Tanushree
Company Secretary & Compliance Officer**

Date: May 28th, 2026

Place: Noida

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE.

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 01 & 02

The *Special Resolution* contained in Item No. 01 & 02 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. up to 553000 (Five Lac Fifty Three Thousand) Equity Shares having face value of Rs. 10/- each (“Equity Shares”) of the Company, at an issue price of Rs. 364/- (Rupees Three Hundred Sixty Four Only) per Equity Share, for cash, as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 201,292,000/- (Rupees Twenty Crores Twelve Lacs and Ninety Two Thousand Only), to certain persons/entities belonging to “Public” category.
2. up to 2847000 (Twenty Eight Lac Forty Seven Thousand) Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 364/- (Rupees Three Hundred Sixty Four Only) per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, aggregating up to Rs. 1,036,308,000/- (Rupees One Hundred Three Crores Sixty Three Lacs and Eight Thousand Only), to certain persons/entities belonging to the “Promoter” category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Thursday, May 28, 2026.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

For the purpose of Item No. 01 & 02, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Warrants (“Issue Proceeds”) towards the following objects:

1. For working Capital;

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Utilization of Net Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Estimated utilization of Net Proceeds (Rs. In Lakh)*	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	For working capital	12,376	By March 2028

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note:

- All decimals have been rounded off to two decimal points.
- In terms of BSE & NSE Notice dated December 13, 2022, the amount specified for the abovementioned object of issue size may deviate +/- 10% depending upon the future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Equity Shares and Warrants, within 18 (Eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by By March 2028.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to keep as Deposits/Investments with banks, government securities or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs.100 Crore (Rupees One Hundred Crore Only), in term of Regulation 162A of the SEBI ICDR Regulations, the Company is required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

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III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on **Thursday, May 28, 2026**, had, subject to approval of the members of the Company (“**members**”) and such other approvals as may be required, approved the issue of up to 553000 (Five Lac Fifty Three Thousand) Equity Shares having face value of Rs.10/- each of the Company to certain persons/entities belonging to “Public” Category, and up to 2847000 (Twenty Eight Lac Forty Seven Thousand) Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs.10/- each, to the certain persons/entities belonging to the “Promoter” and “Non Promoter” category, at an issue price of Rs. 1,23,76,00,000/- (Rupees One Hundred Twenty-Three Crores Seventy-Six Lacs Only), each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as follows, none of the Promoters, Directors, Key Management Personnel (“KMP”) or Senior Management of the Issuer intent to subscribe to the offer under Item No. 01 & 02:

S. No.	Name	Category	Type of Security	Number of Warrants
1	Anju Pandey	Promoter	Warrants	2,33,334
2	Deepak Pandey	Promoter	Warrants	2,33,333
3	Astik Mani Tripathi	Promoter	Warrants	2,33,333

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the ‘Public’ Category is likely to be as follows:

Category	Pre issue Shareholding Structure (1)		Equity Shares to be allotted	Post Equity Allotment (2)*		Warrants to be allotted (3)	Post Issue Shareholding Structure (4)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
	(A) Promoter Shareholding							
(1) Indian								

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(a) Individuals & HUF	7,446,200	62.30	--	7,446,200	59.55	700,000	8,146,200	53.07
(b) Bodies Corporate								
Sub Total (A)(1)	7,446,200	62.30	--	7,446,200	59.55	700,000	8,026,200	53.07
(2) Foreign promoters								
Total Promoter shareholding A=A1 +A2	7,446,200	62.30	--	7,446,200	59.55	700,000	8,026,200	53.07
B1) Institutional Investors	41,800	0.35	--	41,800	0.33	--	41,800	0.27
B2) Central Govt./ Stat Govt./POI								
B3) Non Institutional Investors								
Individuals	3,582,800	29.98	324,000	3,906,800	31.24	--	3,906,800	25.45
Body Corporate	428,800	3.59	207,000	635,800	5.09	2,147,000	2,782,800	18.13
Others (Including HUF, LLP & NRI)	451,200	3.78	12,000	473,200	3.79	--	473,200	3.08
Total Public Shareholding B=B1+B2+B3	4,504,600	37.70	543,000	5,057,600	40.45	2,147,000	7,204,600	46.93
C) Non-Promoter - Non-Public								
Grand Total (A+B+C)	11,950,800	100	543,000	12,503,800	100	2,147,000	7,204,600	100

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 125,038,000/- (Rupees Twelve Crore Fifty Lakh Thirty-Eight Thousand Only) divided into 12,503,800 (One Crore Twenty-Five Lakh Three Thousand Eight Hundred) Equity Shares of face value of Rs. 10/ (Rupees Ten Only) each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 153,508,000/- (Rupees Fifteen Thirty- Five Lakh Eight Thousand Only) divided into 15,350,800 (One Crore Fifty-Three Lacs Lakh Fifty Thousand Eight Hundred) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

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Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. **May 21st, 2026**
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions under Item No. 01 & 02.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable since the Company has not made the preferential issue of any Security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1	Anju Pandey	Promoter	Not Applicable as Allottee is a Natural Person
2	Deepak Pandey	Promoter	Not Applicable as Allottee is a Natural Person
3	Astik Mani Tripathi	Promoter	Not Applicable as Allottee is a Natural Person
4	Minerva Ventures Fund	Public	Ram Churn Karuna
5	Al Maha Investment Fund PCC -ONYX Strategy	Public	Ghanshyam Hurry
6	Kolombus Financial Advisory Services LLP	Public	Avarjit Singh Birghi
7	LRSD Securities Private Limited	Public	Lalit Dua
8	Sandeep Singh	Public	Not Applicable as Allottee is a Natural Person
9	Khushboo Siddharth Nahar	Public	Not Applicable as Allottee is a Natural Person
10	Smart Horizon Opportunity Fund	Public	Heena Parth Shah
11	Vijaya Sharma	Public	Not Applicable as Allottee is a Natural Person

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12	Amarpal Singh Hura	Public	Amarpal Singh Hura
13	Mastermind JPIN Capital Partners Fund	Public	Manish Dharanendra Ladage
14	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Public	Issam Ali Baqer
15	Alpha Grow Avenues LLP	Public	Aditi Kothari
16	Anu Agarwal	Public	Not Applicable as Allottee is a Natural Person
17	Gaurav Lohiya	Public	Not Applicable as Allottee is a Natural Person
18	Sagent India Private Limited	Public	Gaurav Agarwal
19	Dalip Singh Mohoora	Public	Not Applicable as Allottee is a Natural Person
20	Neelotpal Shukla	Public	Not Applicable as Allottee is a Natural Person
21	Akriti Mahajan	Public	Not Applicable as Allottee is a Natural Person
22	Pine Capital	Public	Ankur Sablok
23	Suresh Zunzunwala	Public	Not Applicable as Allottee is a Natural Person
24	Vaibhav Agarwal	Public	Not Applicable as Allottee is a Natural Person
25	Jagdip Singh	Public	Not Applicable as Allottee is a Natural Person
26	Rajan Goel	Public	Not Applicable as Allottee is a Natural Person
27	Manoj Tomar	Public	Not Applicable as Allottee is a Natural Person
28	Uma Shankar Gaud	Public	Not Applicable as Allottee is a Natural Person
29	Ashok Singh	Public	Not Applicable as Allottee is a Natural Person
30	Jatin Sharma	Public	Not Applicable as Allottee is a Natural Person
31	Tiger Assets Private Limited	Public	Raghav Arvind Chaudhary
32	Harprit Singh	Public	Not Applicable as Allottee is a Natural Person

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure		Equity Shares to be allotted	Post-Issue Shareholding Structure*		Warrants to be allotted	Post Issue Shareholding structure (Presuming full conversion of Warrants)#	
		No. of shares	%		No. of shares	%		No. of shares	%
1.	Anju Pandey	3,640,000	30.46	-	3,640,000	30.46	2,33,334	3,873,334	25.23
2.	Deepak Pandey	3,273,600	27.39	-	3,273,600	27.39	2,33,333	3,506,933	22.85
3.	Astik Mani Tripathi	410,000	3.43	-	410,000	3.43	2,33,333	643,333	4.19
4.	Minerva Ventures Fund	-	-	-	--	--	9,18,500	9,18,500	5.98

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5.	Al Maha Investment Fund PCC - ONYX Strategy	-	-	--	--	--	9,18,500	9,18,500	5.98
6.	Kolombus Financial Advisory Services LLP	-	-	20,000	20,000	0.13	1,10,000	130,000	0.85
7.	LRSD Securities Private Limited	-	-	--	--	--	2,00,000	2,00,000	1.30
8.	Sandeep Singh	2200	0.02	1,00,000	102,200	0.67	-	-	-
9.	Khushboo Siddharth Nahar	-	-	1,00,000	1,00,000	0.65	-	-	-
10.	Smart Horizon Opportunity Fund	15800	0.13	1,00,000	115800	0.75	-	-	-
11.	Vijaya Sharma	-	-	12,000	12,000	0.08	-	-	-
12.	Amarpal Singh Hura	-	-	12,000	12,000	0.08	-	-	-
13.	Mastermind JPIN Capital Partners Fund	-	-	50,000	50,000	0.03	-	-	-
14.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	12000	0.10	15,000	2,7000	0.18	-	-	-
15.	Alpha Grow Avenues LLP	-	-	20,000	20,000	0.13	-	-	-
16.	Anu Agarwal	-	-	7,000	7,000	0.05	-	-	-
17.	Gaurav Lohiya	200	-	7,000	7,000	0.05	-	-	-
18.	Sagent India Private Limited	-	-	12,000	12,000	0.08	-	-	-
19.	Dalip Singh Mohoora	-	-	7,000	7,000	0.05	-	-	-
20.	Neelotpal Shukla	-	-	9,000	9,000	0.05	-	-	-
21.	Akriti Mahajan	-	-	3,000	3,000	0.02	-	-	-
22.	Pine Capital	-	-	10,000	10,000	0.07	-	-	-
23.	Suresh Zunzunwala	-	-	10,000	10,000	0.07	-	-	-
24.	Vaibhav Agarwal	-	-	4,000	4,000	0.03	-	-	-

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25.	Jagdip Singh	-	-	25,000	25,000	0.06	-	-	-
26.	Rajan Goel	-	-	5,000	5,000	0.03	-	-	-
27.	Manoj Tomar	-	-	5,000	5,000	0.03	-	-	-
28.	Uma Shankar Gaud	-	-	3,000	3,000	0.02	-	-	-
29.	Ashok Singh	-	-	3,000	3,000	0.02	-	-	-
30.	Jatin Sharma	21400	0.18	3,000	24400	0.16	-	-	-
31.	Tiger Assets Private Limited	-	-	5,000	5,000	0.03	-	-	-
32.	Harprit Singh	1600	0.01	6,000	7,600	0.05	-	-	-

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 11,95,08,000 (Rupees Eleven Crore Ninety Five Lakh Eight Thousand Only) divided into 1,19,50,800 (One Crore Nineteen Lakh Fifty Thousand Eight Hundred) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only). The post shareholding may change in tandem with any other corporate action in the interim.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 153,508,000/- (Rupees Fifteen Thirty- Five Lakh Eight Thousand Only) divided into 15,350,800 (One Crore Fifty-Three Lacs Lakh Fifty Thousand Eight Hundred) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, Warrants and allotment of Equity Shares upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- Equity Shares, Warrants and the Equity Shares to be allotted upon conversion of the warrants, to be allotted, shall be subject to lock in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as **Thursday, May 21, 2026**.

The Equity Shares of the Company are listed on the SME platform of National Stock Exchange of India Limited only (“**Stock exchange**”). The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

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In case of frequently traded shares, as per Regulation 164 (1) of SEBI (ICDR) Regulations, the issue price at which Equity Shares and Warrants shall be allotted shall not be less than higher of the price determined through the following:

- (a) 90 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 349.97/-** each.
- (b) 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. **Rs. 363.86/-** each
- (c) Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – Not Applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, the minimum issue price of Equity Shares and Warrants on a Preferential basis shall be at a price of Rs. 363.86/- (Rupees Three Hundred Sixty Three Point Eighty-Six paisa Only) each. However, the Board of Directors of the Company has decided on the issue of Equity Shares and Warrants at an Issue Price of Rs. 364/- (Rupees Three Hundred and Sixty Four Only) each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

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XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
1.	Anju Pandey	Promoter	Promoter
2.	Deepak Pandey	Promoter	Promoter
3.	Astik Mani Tripathi	Promoter	Promoter
4.	Milvera Fund	--	Public
5.	AL Maha Fund	--	Public
6.	Kolombus Financial Advisory Services LLP	--	Public
7.	LRSD Securities Private Limited	--	Public
8.	Sandeep Singh	Public	Public
9.	Khushboo Siddharth Nahar	--	Public
10.	Smart Horizon Opportunity Fund	Public	Public
11.	Vijaya Sharma	--	Public
12.	Amarpal Singh Hura HUF	--	Public
13.	Mastermind JPIN Capital Partners Fund	--	Public
14.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	--	Public
15.	Alpha Grow Avenues LLP	--	Public
16.	Anu Agarwal	--	Public
17.	Gaurav Lohiya	--	Public
18.	Sagent India Pvt Ltd	--	Public
19.	Dalip Singh Mohoora	--	Public
20.	Neelotpal Shukla	--	Public
21.	Akriti Mahajan	--	Public
22.	Pine Capital	--	Public
23.	Suresh Zunzunwala	--	Public
24.	Vaibhav Agarwal	--	Public
25.	Jagdip Singh	--	Public
26.	Rajan Goyal	--	Public
27.	Manoj Tomar	--	Public
28.	Uma Shankar Gaur	--	Public
29.	Ashok Singh	--	Public
30.	Jatin Sharma	Public	Public
31.	Tiger Assets Private Limited	--	Public
32.	Harprit Singh	Public	Public

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XVI. Practicing Company Secretary's Certificate:

The certificate from Naveen Shree Pandey, Practicing Company Secretary, certifying that the preferential issue of Equity Shares and Warrants are being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.gpecosolutions.com.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out under Item No. 2 of this Notice.

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in item no. 03 of this Notice:

S.No	Name	Category	Number of Security
1.	Anju Pandey	Whole Time Director	3,873,334
2.	Deepak Pandey	Managing Director	3,506,933
3.	Astik Mani Tripathi	Director	643,333

The Board of Directors recommends the resolutions as set out in Item No. 01 & 02 of this notice for the issue of Equity shares and Warrants, on a preferential basis, to the proposed allottee by way of **Special Resolution**.

ITEM NO. 03:

TO APPROVE MATERIAL RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

In accordance with Section 188 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), approval of the members is sought for the related party transactions proposed to be entered into during the financial year 2026-27 and ratification of transactions already undertaken.

Rationale for Approval of Related Party Transactions

The Company, in the ordinary course of business, engages in transactions with entities classified as related parties under the Companies Act, 2013, and SEBI LODR. These transactions are necessary for operational and strategic business needs, including procurement of goods and services, leasing arrangements, financial transactions, and other material transactions essential to the Company's growth and sustainability.

The Audit Committee, at its meeting held on May 28th, 2026, reviewed and approved the related party transactions, ensuring that they were conducted at arm's length basis and in the ordinary course of business,

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aligning with regulatory standards. Subsequently, the Board of Directors approved the transactions at its meeting on May 28th, 2026.

Transaction Details

The Company proposes to enter into related party transactions across various business categories as per the table mentioned in the resolution above. These transactions shall continue to be subject to review and recommendations by the Audit Committee and oversight by the Board of Directors.

Compliance & Shareholder Approval

Pursuant to the provisions of Companies Act, 2013 & SEBI LODR Regulations, listed entities must obtain shareholder approval for material related party transactions exceeding prescribed limits. Since certain transactions may qualify as material transactions, member approval is sought through this Special Resolution to comply with applicable laws.

Board's Recommendation

The Board of Directors recommends passing this resolution as a Special Resolution to ensure regulatory compliance and facilitate necessary business transactions with related parties.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except those identified as interested parties in the related transactions, are financially or otherwise interested in this resolution.

ITEM NO. 04.

TO APPROVE THE INCREASE IN LIMITS OF THE COMPANY TO SELL, 180(1)(a).

The Board of Directors of the Company proposes to increase the limits for sale, creation of charge, security, or mortgage on the assets, properties, or undertakings of the Company, up to an aggregate value of INR 750 Crores (Indian Rupees Seven Hundred and Fifty Only) during the financial year 2026-27.

Rationale for the Increase in Limits

Section 180(1)(a) of the Companies Act, 2013, mandates that approval of shareholders is required for selling, leasing, or otherwise disposing of the whole or substantially the whole of the Company's undertaking, assets, or properties. The Company's operational and financial requirements necessitate securing additional financing and leveraging assets to support growth, expansion, and business needs.

To facilitate the required transactions in a legally compliant and efficient manner, the Board seeks shareholders' approval to increase the authorization limit up to INR 750 Crores (Indian Rupees Seven Hundred and Fifty Only) for the financial year 2026-27.

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Scope & Implications of the Resolution

- The Company shall have the authority to sell, transfer, lease, mortgage, or create charges on its movable or immovable assets.
- This authorization enables the Company to secure financing, restructure liabilities, and execute strategic transactions with flexibility.
- Any actions taken under this resolution shall be subject to review and approval by the Board of Directors and/or relevant committees.

Board's Recommendation

The Board recommends passing this resolution as a Special Resolution to allow the Company to manage its assets and financial commitments effectively.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except those having direct involvement in related transactions, have any financial or other interest in this resolution.

ITEM NO. 05.

TO APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR: 2026-2027.

The Board of Directors of the Company proposes to increase the borrowing limits of the Company up to an aggregate amount of INR 750 Crores (Indian Rupees Seven Hundred and Fifty Crores Only) during the financial year 2026-27.

Rationale for the Increase in Limits

Section 180(1)(c) of the Companies Act, 2013 mandates that approval of shareholders is required where the borrowing powers of the Board exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium account.

Considering the Company's operational and financial requirements, including working capital needs, business expansion, capital expenditure, strategic initiatives, and other corporate purposes, the Company may be required to avail additional financial assistance from banks, financial institutions, body corporates, or other lenders.

Accordingly, to facilitate such borrowings in a legally compliant and efficient manner, the Board seeks shareholders' approval to increase the borrowing limits up to INR 750 Crores (Indian Rupees Seven Hundred and Fifty Crores Only) for the financial year 2026-27.

Scope & Implications of the Resolution

- The Company shall have the authority to borrow monies, from time to time, through loans, credit facilities, debentures, external borrowings, or any other permissible mode.

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- This authorization will enable the Company to meet its funding requirements, support growth and expansion plans, manage working capital, and undertake strategic business initiatives.
- The total borrowings of the Company, at any point of time, may exceed the aggregate of paid-up share capital, free reserves and securities premium account, subject to the overall limit of INR 750 Crores.
- Any borrowings undertaken pursuant to this authorization shall be subject to review and approval by the Board of Directors and/or relevant committees.

Board's Recommendation

The Board recommends passing this resolution as a Special Resolution to enable the Company to efficiently manage its funding requirements and business operations.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 06:

APPROVAL OF SCHEME UNDER SECTION 185 OF THE COMPANIES ACT, 2013

Section 185 of the Companies Act, 2013, imposes restrictions on companies regarding granting loans, providing guarantees, or offering securities in connection with loans taken by directors or their relatives. However, companies may extend such financial assistance under specific conditions prescribed within the Act.

The Company proposes to approve a scheme that allows granting loans, guarantees, or providing security to eligible directors or their relatives, ensuring strict compliance with Section 185 and related provisions of the Companies Act, 2013. The objective of this resolution is to facilitate legitimate financial transactions, subject to the necessary checks and approvals as required under the Act.

Rationale for the Scheme Approval

This approval will enable the Company to provide financial assistance to directors or their relatives, whenever necessary, while ensuring:

- Compliance with statutory and regulatory requirements, including arm's length principles and fair market valuation.
- Adequate corporate governance safeguards to prevent misuse.
- Transparent execution of financial transactions within the legal framework.

Regulatory Compliance & Shareholder Approval

- Approval of shareholders is required through a Special Resolution for the scheme.
- The Board and its designated Committees will supervise and monitor the implementation of the scheme to ensure full compliance with the law.
- Necessary filings will be made with the Registrar of Companies (ROC) as per the prescribed statutory framework.

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Board's Recommendation

The Board of Directors recommends passing this resolution as a Special Resolution, allowing the Company to effectively manage financial transactions related to directors and their relatives within the boundaries of Section 185 as per the table provided in the resolution above.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except those specifically involved in the scheme, have any financial or other interest in this resolution.

**By Order of the Board of Directors
For GP Eco Solutions India Limited**

Tanushree

Digitally signed by Tanushree
DN: C=IN, S=Uttar Pradesh, Phone=
052246084505420460856030111
438277641b57b6a0bd1b801c759e7,
PostalCode=228020, STREET=WO
Yash Agansil C-138 Near Charan Guest
House Nirala Nagar, OID.2.5.4.65=
373e7043f237473198809844b7b8e881,
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Tanushree
Company Secretary & Compliance Officer

Date: May 28, 2026

Place: Noida

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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 AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/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 AGM/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/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available to at least 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/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
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 AGM/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 AGM/EGM through VC/OAVM and cast their votes through e- voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.gpecosolutions.com. The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

6. The AGM/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.
7. 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

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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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUALMEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individualshareholders 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 Wednesday, June 17, 2026 (09:00 A.M.) and ends on Friday, June 19, 2026 (05:00 P.M.). 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) of Saturday, June 13, 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.

- (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 individualshareholders 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.

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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 Shareholder	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>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 & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.cdslindia.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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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 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> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</p>

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	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 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 be for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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
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.

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(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) 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.
Dividend Bank Details OR Date Of Birth (DOB)	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. 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

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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.
- (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;_(designated email address by company) , 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 AGM/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.
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.

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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 at least **7 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 **7 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/AGM.
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.

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)**

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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 AGM & e-Voting from the CDSL e-VotingSystem, 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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