

ANNEXURES

Annexure 1

CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETINGS HELD ON JULY 3, 2025 AND JULY 4, 2025

MINUTES OF THE 02nd MEETING OF THE BOARD OF DIRECTORS FOR F/Y 2025-2026 OF GP ECO SOLUTIONS INDIA LIMITED HELD THROUGH VIDEO CONFERENCING ON THURSDAY, JULY 03, 2025 AT 07:25 PM AT THE CORPORATE OFFICE OF THE COMPANY AT 2117, 22nd FLOOR, GOLDEN TOWER, WAVE ONE, SECTOR-18, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301

Meeting Commenced at: 07:25 P.M.

Meeting Concluded at: 07:30 P.M.

Present:

Mr. Pradeep Kumar Pandey Chairman	Attended through video conferencing from Noida
Mr. Deepak Pandey Managing Director	Attended through video conferencing from London
Mr. Astik Mani Tripathi Director	Attended through video conferencing from London
Mr. Sunil Bhatnagar Independent Director	Attended through video conferencing from Delhi
Mr. Tushar Kansal Independent Director	Attended through video conferencing from Delhi
Mr. Akhilesh Kumar Jain Director	Attended through video conferencing from Jaipur
Mr. Pavitra Khandelwal Director	Attended through video conferencing from Delhi

In Attendance:

Mrs. Tanushree Company Secretary	Attended through video conferencing from Lucknow
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CHAIRMAN

Mr. Pradeep Kumar Pandey, being designated as the Chairman of the Company, occupied the Chair and presided over the meeting. The Board took note of the same and welcomed him in his capacity as Chairman.

ITEM NO. 2.1: ROLL CALL

At the commencement of the meeting, a roll call regarding the Director's participation through video conferencing or other audio-visual means was taken by the Company Secretary. All the

directors confirmed their presence through the roll call, and after confirmation by the Company Secretary regarding the requisite quorum present, the Chairperson called the meeting to order.

ITEM NO. 2.2: QUORUM & LEAVE OF ABSENCE

The following directors were unable to attend the meeting and were accordingly marked as absent:

S. No	Name of Director	Attendance Status
1.	Mrs. Anju Pandey	Absent
2.	Mr. Rajendra Prasad Ritolia	Absent
3.	Mr. Manish Grover	Absent
4.	Mr. Upendra Nath Tripathi	Absent

All other Board members were present. Since the requisite quorum was present in accordance with the provisions of the Companies Act, 2013, Mr. Pradeep Kumar Pandey, Chairman of the meeting, called the meeting to order.

ITEM NO. 2.3: CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING

The duly approved and signed minutes of the 01st Board Meeting held on 12th May 2025 were reviewed and noted by the Board of Directors as placed before it.

ITEM NO. 2.4: TO ACQUIRE 500 EQUITY SHARES FROM MR. DEEPAK PANDEY OF INVERGY INDIA PRIVATE LIMITED

The Company Secretary informed the Board that GP Eco Solutions India Limited intends to acquire 100% equity shareholding of Invergy India Private Limited, thereby making it a wholly owned subsidiary of the Company. In line with this objective, it is proposed to acquire 500 (Five Hundred) equity shares from Mr. Deepak Pandey, an existing shareholder of Invergy India Private Limited.

“RESOLVED THAT pursuant to the provisions of Section 179(3)(e) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Board of Directors be and is hereby accorded to acquire 500 (Five Hundred) equity shares of Invergy India Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at B-39, Sector-59, Gautam Buddha Nagar, Noida, Uttar Pradesh – 201301, from Mr. Deepak Pandey, an existing shareholder of the said company, at a price of ₹150.44 (Rupees One Hundred Fifty and Forty-Four Paise Only) per share, aggregating to a total consideration of ₹75,220 (Rupees Seventy-Five Thousand Two Hundred Twenty Only), on such terms and conditions as may be mutually agreed upon between the parties.”

“RESOLVED FURTHER THAT any director of the Company, be and is hereby authorised to file necessary returns, forms or documents with the Registrar of Companies and other regulatory authorities, as may be required in connection with the said acquisition.”

**ITEM NO. 2.5: TO ALLOT 1 EQUITY SHARE TO MR. DEEPAK PANDEY AS
NOMINEE SHAREHOLDER OF GP ECO SOLUTIONS INDIA
LIMITED**

The Company Secretary informed the Board that, in compliance with the requirements for maintaining a nominee shareholder in a wholly owned subsidiary structure, it is proposed to allot 1 (One) equity share to Mr. Deepak Pandey, who shall hold the share in trust on behalf of the Company, representing its interest in Invergy India Private Limited.

After due consideration, the Board passed the following resolutions:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(a), Section 179(3)(c), and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and subject to the provisions of the Articles of Association of the Company, consent of the Board be and is hereby accorded to allot 1 (One) equity share of ₹ 10 each fully paid-up to Mr. Deepak Pandey, as a nominee shareholder, representing Invergy India Private Limited, on such terms and conditions as may be mutually agreed upon.”

“RESOLVED FURTHER THAT any director of the Company, be and is hereby authorised to issue the share certificate(s) in the name of Mr. Deepak Pandey, and to do all such acts, deeds, and things as may be necessary or expedient in this regard.”

ITEM NO. 2.6: NEXT BOARD MEETING:

The next Board meeting will be held on a date, time, and place to be decided in consultation with the Chairperson.

VOTE OF THANKS

There being no further business to transact, the meeting concluded at 07:30 PM with a vote of thanks extended by Mr. Astik Mani Tripathi, Director of the Company.

**CHAIRPERSON
(Pradeep Kumar Pandey)**

Place: Noida

Date of entry:

MINUTES OF THE 03RD MEETING OF THE BOARD OF DIRECTORS FOR F/Y 2025-2026 OF GP ECO SOLUTIONS INDIA LIMITED HELD THROUGH VIDEO CONFERENCING ON FRIDAY, JULY 04, 2025, AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY AT 2117, 22nd FLOOR, GOLDEN TOWER, WAVE ONE, SECTOR-18, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301

Meeting Commenced at: 11:00 A.M.

Meeting Concluded at: 11:08 A.M.

Present:

Mr. Pradeep Kumar Pandey Chairman	Attended through video conferencing from Noida
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Mr. Deepak Pandey Managing Director	Attended through video conferencing from London
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Mrs. Anju Pandey Director	Attended through video conferencing from Noida
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Mr. Astik Mani Tripathi Director	Attended through video conferencing from London
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Mr. Sunil Bhatnagar Independent Director	Attended through video conferencing from Delhi
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Mr. Manish Grover Independent Director	Attended through video conferencing from Noida
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Mr. Akhilesh Kumar Jain Director	Attended through video conferencing from Jaipur
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Mr. Rajendra Prasad Ritolia Director	Attended through video conferencing from Kolkata
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In Attendance:

Mrs. Tanushree Company Secretary	Attended through video conferencing from Lucknow
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CHAIRMAN

Mr. Pradeep Kumar Pandey, being designated as the Chairman of the Company, occupied the Chair and presided over the meeting. The Board took note of the same and welcomed him in his capacity as Chairman.

ITEM NO. 3.1: ROLL CALL

At the commencement of the meeting, a roll call regarding the Director's participation through video conferencing or other audio-visual means was taken by the Company Secretary. All the directors confirmed their presence through the roll call, and after confirmation by the Company Secretary regarding the requisite quorum present, the Chairperson called the meeting to order.

ITEM NO. 3.2: QUORUM & LEAVE OF ABSENCE

Mr. Tushar Kansal and Pavitra Khandelwal, and Upendra Nath Tripathi were unable to attend the meeting.

All other board members were present, the requisite quorum is present as per the Companies Act, 2013, Mr. Pradeep Kumar Pandey called the meeting to order.

ITEM NO. 3.3: TO CONSIDER RESOLUTIONS PASSED IN THE PREVIOUS BOARD MEETING

The Chairman placed before the Board for consideration the resolutions that were duly passed in the previous meeting of the Board of Directors held on July 03, 2025. The following matters were accordingly considered and taken on record:

1. Acquisition of Shares in Invergy India Private Limited:

The Board had approved the acquisition of 500 (Five Hundred) equity shares from Mr. Deepak Pandey, representing a 100% stake in Invergy India Private Limited, thereby making it a wholly owned subsidiary of the Company.

2. Allot 1 Equity Share to Mr. Deepak Pandey as Nominee Shareholder of GP Eco Solutions India Limited:

The Board had further approved the allotment of 1 (One) equity share of the Company to Mr. Deepak Pandey to act as a nominee shareholder of GP Eco Solutions India Limited, in compliance with the relevant provisions of the Companies Act, 2013.

The minutes of the 2nd Board Meeting will be presented in the ensuing Board Meeting for formal noting by the Board.

ITEM NO. 3.4: TO GIVE CORPORATE GUARANTEE TO INVERGY INDIA PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY COMPANY)

The Company Secretary informed the Board that Invergy India Private Limited, a wholly owned subsidiary of the Company, has been sanctioned a financial facility of ₹6,00,00,000/- (Rupees Six Crores Only) by AU Small Finance Bank Ltd. (“the Lender”) as per the Sanction Letter/Application cum Sanction Letter dated 29th June 2025. The same was placed before the Board for perusal.

To secure the said facility, the Company is required to provide a corporate guarantee and/or create a security in favour of the Bank. The Board was informed that the security may involve a charge/lien on certain commercial properties owned by the Company, and the necessary deeds/documents in this regard including but not limited to Letter of Guarantee, Mortgage Deed, Memorandum of Equitable Mortgage & Declaration, and any related agreements will need to be executed.

After due deliberation, the following resolution was passed unanimously:

“RESOLVED THAT Pursuant to **Section 185** of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force, the consent of the Board be and is hereby given to provide guarantee and/or security as mentioned in the Sanction Letter/Application cum Sanction Letter to be created/ lien marked in favor of the Bank and as more particularly mentioned in the Application cum Sanction Letter / Sanction Letter to secure the facility on such terms and conditions as mentioned in the Application cum Sanction Letter /draft of letter of Guarantee/Mortgage Deed/Memorandum of Equitable Mortgage & Declaration (“Deed”), as placed before the meeting and initialed by the Chairman/Managing Director/Managing Committee/ Trustees for the purpose of identification.”

“RESOLVED FURTHER THAT Mr. Deepak Pandey and Mr. Astik Mani Tripathi (Directors of the Company) on behalf of the company be and are hereby severally authorized to provide guarantee and/or create such security on Commercial Unit/Office No. Gold F21/17, having super area measuring of 80 Sq. meters and covered area measuring 45.38 Sq. meters on the 21st Floor in Wave One, situated at Plot No. L-2A and L- 2A/1, Sector-18, Noida, (U.P) , Gautam Buddha Nagar, Uttar Pradesh 201301, Commercial Unit/Office No. Gold F21/18, having super area measuring of 63.07 Sq. meters and covered area measuring 37.35 Sq. meters on the 21st Floor in Wave One, situated at Plot No. L-2A and L- 2A/1, Sector-18, Noida, (U.P) , Gautam Buddha Nagar , Uttar Pradesh 201301 & Commercial Unit/Office No. Gold F21/19, having super area measuring of 63.07 Sq. meters and covered area measuring 37.35 Sq. meters on the 21st Floor in Wave One, situated at Plot No. L-2A and L- 2A/1, Sector-18, Noida, (U.P) , Gautam Buddha Nagar , Uttar Pradesh , 201301 as may be required by the Lender and to execute Revival Letter/ mortgage deed, Application cum set off, declaration for creating equitable mortgage, letter of guarantee and any agreements, deeds, documents and writings and also any addendum, amendment, extension, renewal, modification of facility documents from time to time and do all acts, deeds, matters and

things as may be required by the Lender including without limitation registering any charges or admitting execution of documents with the offices of registrar of companies or with any other regulatory authority as required under the applicable law and to do all such acts, deeds and things necessary for giving effect to this resolution.”

ITEM NO. 3.5: NEXT BOARD MEETING:

The next Board meeting will be held on a date, time, and place to be decided in consultation with the Chairperson.

VOTE OF THANKS

There being no further business to transact, the meeting concluded at 11:08 AM with a vote of thanks extended by Mr. Astik Mani Tripathi, Director of the Company.

Date of entry:

CHAIRPERSON
(Pradeep Kumar Pandey)

Date of Signing:

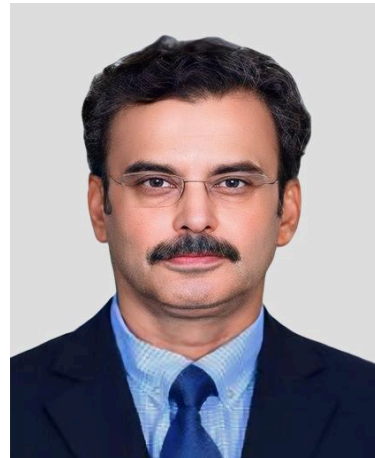
Place: Noida

Annexure 2

**CONSENT (FORM DIR-2) OF MR. RAJEEV RANJAN FOR
APPOINTMENT AS AN INDEPENDENT DIRECTOR**

Dr. Rajeev Ranjan, IAS (retd.)

Retd. IAS officer with over 36 years of distinguished service | Former Chief Secretary, Tamil Nadu | Ex-Secretary, DPIIT & Ministry of Fisheries, GoI | Ph.D. in IPR – Anna University | Alumnus – IIM Ahmedabad, LSE, Columbia, UC Berkeley & KDI | Policy & Governance Specialist | Board Experience Across 77 Public & Private Sector Entities | Governing Council Member – PAFI | Board Member – GPES Group



Dr. Rajeev Ranjan is a distinguished IAS officer from the 1985 batch, with a stellar public service career spanning over 36 years. He has held top administrative roles in both the Government of India and the Government of Tamil Nadu, including **Chief Secretary of Tamil Nadu** and **Secretary-level positions in key Union Ministries**. A proven leader with extensive experience across diverse sectors, he is renowned for his strategic acumen, policy reforms, and commitment to sustainable development.

Professional Experience

Government of Tamil Nadu:

- **Chief Secretary, Government of Tamil Nadu**
- **Principal Secretary / Additional Chief Secretary**, various departments including Industries, Finance, Energy, Revenue and Disaster Management, Commercial Taxes & Registration, and Highways & Ports. Played a pivotal role in turning around the state's power situation, promoting renewable energy, and attracting industrial investments.
- **Collector, Tiruchirapalli district**
Member Secretary, Chennai Metropolitan Development Authority (CMDA)
- **Commissioner, Industries and Commerce, etc.**

Government of India:

- **Secretary, Ministry of Fisheries, Animal Husbandry and Dairying:** Instrumental in conceptualizing and launching the ₹20,050 crore **Pradhan Mantri Matsya Sampada Yojana (PMMSY)**.
- **Special Secretary, Goods and Services Tax (GST) Council, Department of Revenue, Ministry of Finance:** Oversaw the introduction of **e-invoicing** and streamlined procedures for taxpayers.
- **Joint Secretary / Director, Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry:** Led significant reforms in **Intellectual Property Rights (IPR)** laws, modernized IP offices, and was instrumental in setting up the **National Manufacturing Competitiveness Council** and preparing the **National Manufacturing Strategy**.
- Represented India in various international forums, including:
 - **World Intellectual Property Organization (WIPO)**
 - **United Nations Industrial Development Organization (UNIDO)**
 - **Asian Productivity Organization (APO)**

Board and Leadership Experience

Chairman / Managing Director – Public Sector Undertakings, Tamil Nadu

- **Tamil Nadu Newsprint and Papers Ltd. (TNPL)**
- **Tamil Nadu Industrial Development Corporation (TIDCO)**
- **Tamil Nadu Road Development Company (TNRDC)**
- **Information Technology Expressway Ltd.**
- **Tamil Nadu Road Infrastructure Development Corporation (TNRIDC)**
- **Tamil Nadu Electricity Board (TNEB)**
- **Tamil Nadu Transmission Corporation**
- **Tamil Nadu Generation and Distribution Corporation (TANGEDCO)**
- **TIDEL Park**
- **State Industries Promotion Corporation of Tamil Nadu (SIPCOT)**
- **Tamil Nadu Cements Corporation Ltd. (TANCEM)**
- **Tamil Nadu Sugar Corporation Ltd.**
- **Tamil Nadu Industrial Guidance and Export Promotion Bureau**

Chairman – Private / Joint Sector

- **TITAN Company Ltd.**
- **Tamil Nadu Petro Products Ltd.**

Director – Various Boards

- **Neyveli Lignite Corporation Ltd. (NLC)** (*Government of India Navratna Company*)
- **Goods and Services Tax Network (GSTN)**
- **Chennai Metro Rail Ltd.**
- **NTPC Tamil Nadu Energy Ltd.**
- **Tamil Nadu Energy Development Agency (TEDA)**
- **Tamil Nadu Power Finance Corporation (TNPFC)**
- **Electronics Corporation of Tamil Nadu (ELCOT)**
- **Ramco Cements**
- **Indian Institute of Technology Madras Research Park**
- **Adyar Poonga**
- **Tamil Nadu Industrial Investment Corporation (THIC)**
- **Tamil Nadu Minerals Ltd. (TAMIN)**
- **Tamil Nadu State Marketing Corporation (TASMAC)**
- **Tamil Nadu Trade Promotion Organisation (TNTPO)**
- **Poompuhar Shipping Corporation**
- **Tamil Nadu Fibrenet Corporation**
- **Trustee – Major Government of India ports:**
 - **Chennai Port Trust**
 - **VOC Port Trust**
 - **Tuticorin Port**

Current Engagements

- **Governing Council Member**, Public Affairs Forum of India (PAFI)
- **Senior Adviser**, National Cooperative Development Corporation (NCDC) (*Statutory Corporation under the Ministry of Cooperation, Government of India*)

- **Founder Director**, IPL Centre for Rural Outreach (ICRO)
& **Senior Adviser**, IPL Foundation (*Housed in National Productivity Council, DPIIT, Ministry of Commerce & Industry, Government of India*)
- **Board Member**, NABARD Consultancy Services Pvt. Ltd. (NABCONS) (*Wholly owned subsidiary of NABARD*)

Academic Qualifications

- **Doctor of Philosophy (Ph.D.) in Management Sciences** (*Specialization: Intellectual Property Rights – IPRs*), Anna University
- **Master of Business Administration (MBA)**, Indian Institute of Management (IIM), Ahmedabad
- **Postgraduate Degree in Public Policy**, London School of Economics (LSE), UK
- **Bachelor of Science (Physics Honours)**

Professional Training

Attended numerous global programs at:

- Indian Institutes of Management (IIMs)
- Administrative Staff College of India (ASCI)
- **University of California, Berkeley** (*Ethics and Governance*)
- **Cambodia** (*Best Practices in Managing Public-Private Partnerships*)
- **Monash University, Australia** (*Management Leadership Programme*)
- **Columbia University, USA**
- **London School of Economics (LSE)** (*Leadership and Management*)
- **Duke University, USA** (*Tax Analysis and Revenue Forecasting*)

Publications & Interests

- Authored several articles and book chapters on diverse topics
 - Co-authored a book
 - Avid reader, golfer, runner, and public speaker
 - Passionate about education, developing people and systems, building winning teams, and contributing to society
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DIR 2

Consent to act as a Director of a Company

[Pursuant to section 152(5) and Rule 8 of The Companies (Appointment and qualification of director) Rules, 2014]

To,

The Board of Directors
GP ECO SOLUTIONS INDIA LIMITED
B-39, Sector- 59, NOIDA,
Gautam Buddha Nagar, Uttar Pradesh
India, 201301

Subject: Consent to act as Director of the Company

I, **RAJEEV RANJAN**, Son of Mr. Prabhu Narayan Roy, R/o at L 1/7 Second Floor, Hauz Khas Enclave, VTC : Hauz Khas Market, South Delhi- 110016, hereby give my consent to act as a Director of **GP ECO SOLUTIONS INDIA LIMITED** pursuant to sub- section (5) of section 152 Of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

Sl. No	Particulars	Details
1.	Director Identification Number (DIN)	01806973
2.	Full Name	RAJEEV RANJAN
3.	Father's Name	Prabhu Narayan Roy
4.	Address	L 1/7 Second Floor, Hauz Khas Enclave, VTC : Hauz Khas Market, South Delhi- 110016
5.	Email	rranjan316@gmail.com
6.	Mobile Number	99406 24444
7.	Income Tax PAN	AAHPR5558B
8.	Occupation	Service
9.	Date of Birth	22/09/1961
10.	Nationality	Indian
11.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	1) Name of Company: NABARD CONSULTANCY SERVICES PRIVATE LIMITED Designation: Director

12.	Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. Specifically state NIL if none.	
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Declaration

(i) I declare that I have not been convicted of any offence in connection with promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

(ii) I further declare that -

I am not required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director; or

~~I am required to obtain the security clearance from the Ministry of Home Affairs, Government of India before seeking appointment as director and the same has been obtained and is attached;~~

Signature:

R. Ranjan

Designation: Director

Date: July 29, 2025

Place: Noida

Annexure 3

RESIGNATION LETTER OF MR. TUSHAR KANSAL

RESIGNATION LETTER

Date: 28th July 2025

To,
The Board of Directors
GPECO SOLUTIONS LIMITED
CIN: U31908UP2010PLC041528
Regd. Off. :- B-39, Sector-59, Gautam Buddha Nagar,
Noida, Uttar Pradesh-201301, India

Sub:- Resignation from the post of Independent Director

Dear Sir/Ma'am,

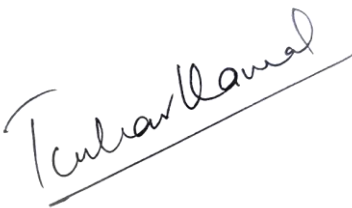
I, Tushar Kansal (DIN: 01188479) son of Shri V K Kansal, resident of D-25, Satyawati Nagar, Ashok Vihar-3, Delhi-110052 hereby tender my resignation from the position of Independent Director of GP Eco Solutions India Limited, with effect from **1st August 2025**, due to personal reasons.

It has been an honor to be associated with the Company and to contribute to its growth and governance. I would like to thank the Board and the management for their support and cooperation during my tenure.

I request the Board to kindly accept my resignation on record and initiate the necessary filings with the Registrar of Companies in compliance with applicable provisions of the Companies Act, 2013.

I wish GP Eco Solutions India Limited continued success in all its future endeavors.

Thanking you,
Yours faithfully,



TUSHAR KANSAL
DIN: 01188479