

**Date: August 27, 2025**

**To,  
The Board Members,  
GP Eco Solutions India Limited,  
B-39, Sector-59, Noida  
UP – 201301, India**

**SUB: 05<sup>th</sup> BOARD MEETING OF THE COMPANY FOR FY: 2025-2026**

**Dear Board Members,**

**NOTICE** is hereby given that the 05<sup>th</sup> meeting of the Board of Directors of GP Eco Solutions India Limited for the financial year 2025-2026 will be held as on below mentioned details:

|                        |   |
|------------------------|---|
| <b>Day &amp; Date:</b> | Thursday, September 04, 2025  |
| <b>Time:</b>           | 12:00 P.M.  |
| <b>Venue:</b>          | 22/17, 22 <sup>nd</sup> Floor, Gold Tower, Wave One, Sector-18, Noida, U.P.- 201301 |

The agenda for the business to be transacted at the meeting is attached herewith.

Special Invitee:

1. CA Naveen Mittal, representing M/s N K M R & Co., Chartered Accountants, is being invited as a special invitee to the meeting in view of their reappointment as the Statutory Auditors of the Company.
2. CA Mayank Goyal, representing M/s. GSM & Co., Chartered Accountants, is being invited as a special invitee to the meeting in view of their reappointment as the Internal Auditors of the Company.
3. CS Krishna Kumar Singh, representing M/S KKS & CO., Practicing Company Secretary, is being invited as a special invitee to the meeting in view of their reappointment as the secretarial auditor of the Company

You are requested to make it convenient to attend the meeting.

Thanking You,

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

**Tanushree  
Company Secretary & Compliance Officer**

**Date: August 27, 2025**

**Place: Noida**

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

**AGENDA FOR THE FIFTH MEETING OF THE BOARD OF DIRECTORS OF GP ECO SOLUTIONS INDIA LIMITED (“THE COMPANY”) FOR THE FINANCIAL YEAR 2025 - 2026 TO BE HELD ON THURSDAY, SEPTEMBER 04, 2025.**

| <b>ITEM NO.</b> | <b>AGENDA</b>  |
|-----------------|--|
| 5.1             | CHAIRMAN OF THE MEETING  |
| 5.2             | QUORUM & LEAVE OF ABSENCE  |
| 5.3             | CONFIRMATION OF THE MINUTES OF PREVIOUS BOARD MEETINGS HELD ON AUGUST 01, 2025   |
| 5.4             | CONFIRMATION OF THE MINUTES OF NRC COMMITTEE MEETINGS HELD ON MAY 12, 2025   |
| 5.5             | CONFIRMATION OF THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON MONDAY, MAY 12, 2025.   |
| 5.6             | CONFIRMATION OF THE MINUTES OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING HELD ON JANUARY 16, 2025  |
| 5.7             | TO TAKE NOTE OF QUARTERLY FILING REQUIREMENT FOR INVESTOR GRIEVANCE REDRESSAL STATEMENT  |
| 5.8             | TO TAKE NOTE OF THE PROJECTS AWARDED TO THE COMPANY AND THE MATERIAL DISCLOSURES MADE TO THE NATIONAL STOCK EXCHANGE (NSE) FROM THE DATE OF LISTING UP TO THE PRESENT DATE |
| 5.9             | TO TAKE NOTE OF THE RESOLUTION PASSED BY THE EXECUTIVE BOARD COMMITTEE   |
| 5.10            | CONSIDER & APPROVE THE BOARD’S REPORT FOR FINANCIAL YEAR 2024-25   |
| 5.11            | RE-APPOINTMENT OF M/S N.K.M.R. AND CO., CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR   |
| 5.12            | RE-APPOINTMENT OF M/S GSM & CO., CHARTERED ACCOUNTANTS AS AN INTERNAL AUDITOR  |
| 5.13            | RE-APPOINTMENT OF M/S KKS & CO., PRACTISING COMPANY SECRETARY AS A SECRETARIAL AUDITOR   |
| 5.14            | TO CONSIDER PRIOR APPROVAL OF RELATED PARTY TRANSACTION FOR FY 25-26   |

**GP ECO SOLUTIONS INDIA LIMITED**

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

|      |   |
|------|---|
| 5.15 | TO GRANT LOAN/ CORPORATE GUARANTEES/ INVESTMENT TO SUBSIDIARY COMPANIES UNDER SECTION 179, 185 & 186 OF THE COMPANIES ACT, 2013 |
| 5.16 | TO SHIFT THE REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS OF THE CITY   |
| 5.17 | TO APPROVE THE RECONSTITUTION OF COMMITTEES APPLICABLE TO THE COMPANY   |
| 5.18 | TO TAKE NOTE OF NSE INSPECTION RELATED TO SDD COMPLIANCE AND RECTIFICATION THEREOF  |
| 5.19 | TO AUTHORIZE THE DIRECTORS OF THE COMPANY TO FILE STATUTORY FORMS WITH THE REGISTRAR OF COMPANIES VIA MCA PORTAL                |
| 5.20 | AUTHORIZATION FOR GST RETURNS, TAX FILINGS, AND OTHER REGULATORY COMPLIANCES THROUGH EXECUTIVE BOARD COMMITTEE                  |
| 5.21 | PROPOSAL TO CONVENE 15TH ANNUAL GENERAL MEETING OF THE COMPANY AND APPROVE THE NOTICE FOR THE MEETING                           |
| 5.22 | APPOINTMENT OF M/S NSP & ASSOCIATES, PRACTISING COMPANY SECRETARY AS A SCRUTINIZER FOR CONDUCTING E-VOTING                      |
| 5.23 | APPOINTMENT OF CDSL AS E-VOTING AGENCY FOR THE ANNUAL GENERAL MEETING   |
| 5.24 | EARMARKING OF CSR BUDGET FOR THE FY 2025-26   |
| 5.25 | TO TRANSACT ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRMAN  |

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

**Tanushree  
Company Secretary & Compliance Officer**

**Date: August 27, 2025  
Place: Noida**

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

**AGENDA ITEM NO. 5.1:**

**CHAIRMAN OF THE MEETING:**

*Mr. Pradeep Kumar Pandey*, being the designated Chairman of the company welcomed the members of the Board. Chairman will confirm the presence of quorum of the meeting.

**AGENDA ITEM NO. 5.2:**

**QUORUM & LEAVE OF ABSENCE:**

Leave of absence may be granted to those Directors who are not present at the meeting.

**AGENDA ITEM NO. 5.3:**

**CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETINGS HELD ON AUGUST 01, 2025:**

Minutes of previous board meeting held on August 01, 2025 for the year 2024-26 which was circulated amongst the director of the company shall be placed in the meeting for confirmation and signatures by the chairman of the meeting.

**AGENDA ITEM NO. 5.4:**

**CONFIRMATION OF MINUTES OF NRC COMMITTEE MEETINGS HELD ON MAY 12, 2025:**

Minutes of the Nomination and Remuneration Committee (NRC) Meeting held on May 12, 2025, for the year 2025–2026, which have been circulated among the members of the Committee, are being placed before the Board for their confirmation.

**AGENDA ITEM NO. 5.5:**

**CONFIRMATION OF THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON MONDAY, MAY 12, 2025**

Minutes of the Audit Committee Meeting held on May 12, 2025, for the year 2025–2026, which have been circulated among the members of the Committee, are being placed before the Board for their confirmation.

**AGENDA ITEM NO. 5.6:**

**CONFIRMATION OF THE MINUTES OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING HELD ON JANUARY 16, 2025**

Minutes of the Corporate Social Responsibility Committee Meeting held on January 16, 2025, for the year 2024–2025, which have been circulated among the members of the Committee, are being placed before the Board for their confirmation.

**AGENDA ITEM NO. 5.7:**

**TO TAKE NOTE OF QUARTERLY FILING REQUIREMENT FOR INVESTOR GRIEVANCE REDRESSAL STATEMENT**

The Board took note that, in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity is required to file with the recognised stock exchange(s), on a quarterly basis, a statement detailing the redressal of investor grievances, including the number of complaints received, resolved, and pending, within the prescribed timelines.

The Board noted that the Company Secretary shall ensure the timely filing of the said statement as per applicable regulatory requirements

**AGENDA ITEM NO. 5.8:**

**TO TAKE NOTE OF THE PROJECTS AWARDED TO THE COMPANY AND THE MATERIAL DISCLOSURES MADE TO THE NATIONAL STOCK EXCHANGE (NSE) FROM THE DATE OF LISTING UP TO THE PRESENT DATE**

The Chairman requested the Board to take note of the projects awarded to the Company and the material disclosures made to the National Stock Exchange (NSE) from the date of listing up to the present date, in compliance with applicable regulatory requirements. The details of the projects being referred are as follows.

| S. No. | Awarding Authority                     | Significant terms of the order  | Broad Consideration | Date of Receiving |
|--------|--|---|---------------------|-------------------|
| 1      | Synergy Wave System LLP                | 2.52 and 4.00 MW Solar Power Plant                                    | INR 24.58 cr        | July 08, 2024     |
| 2      | State of MP                            | Setting up of manufacturing unit for solar panels of 5GW and cells of | INR 1000 cr         | Feb 26, 2025      |
| 3      | Oriana                                 | 128 MW ground mounted solar power project                             | INR 300 CR          | March 13, 2025    |
| 4      | Kusum Tender                           | 5MWac Solar Projects  | INR 30 Cr+          | March 17, 2025    |
| 5      | Braithwaite & CO. Limited              | 10MWPAC   | INR 50.52 cr        | April 30, 2025    |
| 6      | Synergy Wave System LLP                | 13.26 mw  | INR 65.52 cr        | May 13, 2025      |
| 7      | Welkin Renewable India Private Limited | 24 MWac / 31.67 MWdc Solar Power Project                              | INR 121.92 cr       | July 10, 2025     |
| 8      | The Oberio Group                       | 1.5 MW AC Ground Mount Solar Power Generating System                  | INR 4.01 cr         | August 19, 2025   |

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

**AGENDA ITEM NO. 5.9:**

**TO TAKE NOTE OF THE RESOLUTION PASSED BY THE EXECUTIVE BOARD COMMITTEE**

The Chairman requested the Board members to consider and take note of all the resolutions passed by the Executive Board Committee. The resolutions passed are enclosed in the Annexure.

**AGENDA ITEM NO. 5.10:**

**ADOPTION & APPROVAL OF THE BOARD'S REPORT FOR FINANCIAL YEAR 2024-25:**

Pursuant to *Section 134 (6)* of the Act, the Board's report and any annexures thereto under sub-section (3) shall be signed by the chairperson of the company if he is authorized by the Board and where he is not so authorized, shall be signed by at least two Directors, one of whom shall be a managing director, or by the director where there is one director.

The Board report of the Company shall be placed before the Board for their perusal and consideration.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

**“RESOLVED THAT** the Board's Report for the year ended March 31, 2025, as placed before the Board, be and is hereby approved for circulation among the shareholders.

**RESOLVED FURTHER THAT** the Chairperson be and is hereby authorized to sign the said Board's Report on behalf of the Board.”

**RESOLVED FURTHER THAT**, that the Managing Director [Mr. Deepak Pandey], is hereby authorized and directed to take all necessary actions to rectify the inaccuracies and/or omissions in the Board Report, including but not limited to making any amendments, corrections, and updates as deemed necessary to ensure the accuracy and completeness of the report.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies.”

**AGENDA ITEM NO. 5.11:**

**RE-APPOINTMENT OF M/S N.K.M.R. AND CO., CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR**

Section 139(9) of the Companies Act, 2013, Subject to the provisions of sub-section (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—

- (a) he is not disqualified for re-appointment;
- (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and
- (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

The Chairman shall place the recommendation for re-appointment of *M/S N K M R & CO*, Chartered Accountants who were appointed as Statutory Auditor of the company in the AGM held on September 23, 2024 to the AGM to be held in year 2025, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors for the year 2024-25.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Board be and is hereby accorded to recommend to the Shareholders of the Company to re-appoint M/s. NKMR & CO., Chartered Accountant(s), (Firm Registration Number- 015467) as Statutory Auditors of the Company for a period of five years starting from Financial Year 2025-2026 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 20<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Directors of the Company and the Auditors plus reimbursement of service tax, travelling and out-of pocket expenses.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the resolution including filing of requisite e forms with the Registrar of Companies"

**AGENDA ITEM NO. 5.12:**

**RE-APPOINTMENT OF M/S GSM & CO., CHARTERED ACCOUNTANTS AS AN INTERNAL AUDITOR**

---

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as "GP Eco Solutions India Private Limited")

Section 138(1) of the Companies Act, 2013 mandates certain class or classes of companies as may be prescribed to appoint an internal auditor, who shall either be a chartered accountant or a cost accountant, or such other professional as may be decided by the Board to conduct internal audit of the functions and activities of the company

The chairman shall place the re-appointment M/s. GSM & Co., Chartered Accountants as Internal Auditor of the company for the year 2025-26.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“Resolved that pursuant to the provisions of Section 138 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company do and hereby recommend re-appointment of M/s. GSM & CO., Chartered Accountant(s), (Firm Registration Number-026549N), as the Internal Auditor(s) of the Company for Financial year 2025-26.

**Resolved further that** the Board of Directors / CEO be and are hereby authorized severally to fix the remuneration payable to the said auditors for the FY 2025-26.

**Resolved further that** the Directors of the Company be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies”

**AGENDA ITEM NO. 5.13:**

**RE-APPOINTMENT OF M/S KKS & CO., PRACTISING COMPANY SECRETARY AS A SECRETARIAL AUDITOR**

Section 204(1) of the companies act 2013 mandates secretarial audit for every listed company, and only a member of Institute of Companies Secretaries of India holding certificate of practice (company secretary in practice) can conduct Secretarial Audit and furnish Secretarial Audit Report to the company.

The chairman shall place the re-appointment M/s. KKS & Co., as Secretarial Auditor of the company for the year 2025-26.

The consent of the auditor along with their profile is attached separately with Agenda for your reference.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“Resolved that M/S. KKS & Co, Practicing Company Secretary, (Certificate of Practice Number 9760 of Proprietor- Mr. Krishna Kumar Singh) be and is hereby re-appointed as Secretarial Auditor/s of the Company for the year from 1st April 2025 to 31st March 2026.

---

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

📍 B-39, Sector-59, Noida-201301, Uttar Pradesh, India

☎ +91-120-4152212

✉ info@gpecosolutions.com

GSTIN: 09AADCG8938P2ZO

CIN: U31908UP2010PLC041528

🌐 www.gpecosolutions.com

**Resolved further that** the Board of Directors / CEO be and are hereby authorized severally to fix the remuneration payable to the said auditors.”

**AGENDA ITEM NO. 5.14:**

**TO CONSIDER PRIOR APPROVAL OF RELATED PARTY TRANSACTION FOR FY 25-26**

The Chairman will inform that the Audit Committee, in its meeting held on September 04, 2025, has granted omnibus approval for all related party transactions, including material transactions, for the financial year 2025–26.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and in accordance with any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the approval of the members of the Company wherever required, the consent of the Board of Directors be and is hereby accorded, as recommended by the Audit Committee, to enter into contract(s)/agreement(s)/arrangement(s) with related parties as detailed in the agenda placed before the Board, which includes the nature and particulars of the transactions and the relationship, and which has been initialled by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the Audit Committee, at its meeting held on September 04, 2025, has reviewed and approved the said related party transactions, and the same are now being placed before the Board for its approval, subject to the consent of the shareholders wherever applicable.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such agreements, documents, applications and writings, as may be necessary or expedient to give effect to this resolution, including resolving any doubts, difficulties or questions that may arise in this regard, in the best interest of the Company.”

| Sr No. | Name of the related party     | Nature of relationship  | Nature of the contract or arrangement | Duration of the contract or arrangement | Material terms of the contract or arrangement | Value of the contract or arrangement | Any advance paid or received for the contract or arrangement | The manner of determining the pricing and other commercial terms | Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors |
|--------|-------------------------------|-------------------------|---------------------------------------|---|---|--------------------------------------|--|--|---|
| 1.     | Invergy India Private Limited | Wholly owned Subsidiary | Purchase of goods and services        | on going                                | At market rate                                | 20 crores                            | yes  | arm length   | yes   |
| 1.     | Invergy India Private Limited | Wholly owned Subsidiary | Sale of goods and services            | on going                                | At market rate                                | 100 crores                           | yes  | arm length   | yes   |
| 3.     | AN3 Techno Power Limited      | Subsidiary              | Sale of goods and services            | on going                                | At market rate                                | 10 crores                            |  | arm length   | yes   |

### **AGENDA ITEM NO. 5.15:**

### **TO GRANT LOAN/ CORPORATE GUARANTEES/ INVESTMENT TO SUBSIDIARY COMPANIES UNDER SECTION 179, 185 & 186 OF THE COMPANIES ACT, 2013**

The Company proposes to extend financial support to its subsidiary companies by way of loans, corporate guarantees, or investments, in accordance with the applicable provisions of Sections 179, 185, and 186 of the Companies Act, 2013.

These loans or guarantees are intended to secure credit facilities being availed or to be availed by the subsidiaries, up to a limit of ₹50 crore each. The granting of such financial assistance is in the ordinary course of business and considered necessary for the business operations and growth of the subsidiaries.

It is further noted that the Board of Directors, at its meeting held on 12 May 2025, had approved an umbrella limit of ₹1,000 crore under Section 186 of the Companies Act, 2013. This umbrella limit was subsequently approved by the shareholders at their meeting held on 06 June 2025.

The proposed loans, guarantees, or investments fall well within the said overall limit, and Board approval is accordingly being sought to authorize the same.

### **THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

#### **PROPOSED RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 179, 185, 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions as may be necessary, the consent of the Board be and is hereby accorded to the Company to:

- grant loans, provide corporate guarantees and/or make investments, from time to time, in one or more tranches,
- in favour of or on behalf of its subsidiary companies,

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

- for securing the credit facilities already availed or to be availed by such subsidiaries from banks, financial institutions, NBFCs, or other lenders,
- for an amount not exceeding ₹50 Crores (Rupees Fifty Crores only) per subsidiary company as mentioned,

| Name of Subsidiary          | Nature<br>(Loan/Guarantee/Investment) | Amount Approved<br>(₹) |
|-----------------------------|---------------------------------------|------------------------|
| Invergy India Pvt Ltd       | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Green Projects Pvt Ltd | Loan/Guarantee/Investment             | Upto 50 Cr             |
| AN3 Techno Power Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 1 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 2 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 3 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 4 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 5 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 6 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 7 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 8 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 9 Pvt Ltd        | Loan/Guarantee/Investment             | Upto 50 Cr             |
| GPES Solar 10 Pvt Ltd       | Loan/Guarantee/Investment             | Upto 50 Cr             |

**RESOLVED FURTHER THAT** the above guarantees may be issued on such terms and conditions as may be agreed upon between the Company and the respective lenders, and that the Board hereby authorizes any Director of the Company to finalize and execute such deeds, documents, writings, and agreements, and to do all such acts, deeds, matters, and things as may be necessary or incidental to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be provided to all concerned parties as may be required.”

**AGENDA ITEM NO. 5.16:**

**TO SHIFT THE REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS OF THE CITY:**

As per Section 12 of the Companies Act, 2013, every company is required to have a registered office capable of receiving and acknowledging all communications and notices. A company can change its registered office within the local limits of the same city, town, or village by passing a Board Resolution, without requiring approval from the Regional Director or shareholders.

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

In accordance with the above provision and other applicable rules, the Board of Directors of the Company has decided to shift the registered office within the local limits of Noida, from its existing location at B-39, Sector 59, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 to a new address at 22/17-22/22, 22<sup>ND</sup> Floor, Gold Tower, Wave One, Sector 18, Noida, Uttar Pradesh, India, effective September 04, 2025.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the registered office of the Company be and is hereby shifted **from: B-39, Sector 59, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 to 22/17-22/22, 22<sup>ND</sup> Floor, Gold Tower, Wave One, Sector 18, Noida, Uttar Pradesh, India** with effect from **September 04<sup>TH</sup>, 2025**.

**FURTHER RESOLVED THAT** the new premises shall henceforth be the Registered Office of the Company for all official, legal, communication, and regulatory purposes.

**FURTHER RESOLVED THAT** any Director of the Company, be and is hereby authorized to sign, execute and file Form INC-22 with the Registrar of Companies (ROC), Uttar Pradesh, and such other forms, documents, declarations, and returns as may be necessary to effect the change of address in the records of the Ministry of Corporate Affairs (MCA).

**AGENDA ITEM NO. 5.17:**

**TO APPROVE THE RE-CONSTITUTION OF COMMITTEES APPLICABLE TO THE COMPANY**

The Chairman informed the Board that, in view of the current business needs and to ensure effective governance and compliance, it is proposed to re-constitute the existing committees of the Company. This re-constitution will help align the composition and responsibilities of each committee with the Company’s evolving structure and regulatory requirements.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

**RE-CONSTITUTION OF THE AUDIT COMMITTEE:**

---

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

📍 B-39, Sector-59, Noida-201301, Uttar Pradesh, India

☎ +91-120-4152212

✉ info@gpecosolutions.com

GSTIN: 09AADC8938P2ZO

CIN: U31908UP2010PLC041528

🌐 www.gpecosolutions.com

“**RESOLVED THAT** pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Audit Committee of the Board in the following manner:

| Sr. No. | Name                      | Nature of Directorship             | Designation in the Committee |
|---------|---------------------------|------------------------------------|------------------------------|
| 1.      | Mr. Upendra Nath Tripathi | Non-Executive Independent Director | Chairman                     |
| 2.      | Mr. Sunil Bhatnagar       | Non-Executive Independent Director | Member                       |
| 3.      | Mr. Pavitra Khandelwal    | Non-Executive Director             | Member                       |

**RESOLVED FURTHER THAT** Mr. Upendra Nath Tripathi the Independent Director of the Company be and is hereby authorized to act as the Chairman of the Committee.

***RE-CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:***

“**RESOLVED THAT** pursuant to Section 178 of the Companies Act, 2013 and rules made thereunder, and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Nomination and Remuneration Committee of the Board in the following manner:

| Sr. No. | Name                      | Nature of Directorship             | Designation in the Committee |
|---------|---------------------------|------------------------------------|------------------------------|
| 1.      | Mr. Sunil Bhatnagar       | Non-Executive Independent Director | Chairman                     |
| 2.      | Mr. Upendra Nath Tripathi | Non-Executive Independent Director | Member                       |
| 3.      | Mr. Astik Mani Tripathi   | Non-Executive Director             | Member                       |
| 4.      | Mr. Akhilesh Kumar Jain   | Non-Executive Director             | Member                       |

**RESOLVED FURTHER THAT** Mr. Sunil Bhatnagar the Independent Director of the Company be and is hereby authorized to act as the Chairman of the Committee.

***RE-CONSTITUTION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:***

“**RESOLVED THAT** pursuant to Section 135 of the Companies Act, 2013 read with Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014 and any other applicable provisions of Companies Act, 2013, and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Corporate Social Responsibility Committee of the Board in the following manner:

| Sr. No. | Name                      | Nature of Directorship             | Designation in the Committee |
|---------|---------------------------|------------------------------------|------------------------------|
| 1.      | Mr. Upendra Nath Tripathi | Non-Executive Independent Director | Chairman                     |
| 2       | Mr. Deepak Pandey         | Managing Director                  | Member                       |
| 3       | Mr. Astik Mani Tripathi   | Non-Executive Director             | Member                       |

**RESOLVED FURTHER THAT** Mr. Upendra Nath Tripathi the Independent Director of the Company be and is hereby authorized to act as the Chairman of the Committee.

***RE-CONSTITUTION OF THE STAKEHOLDER RELATIONSHIP COMMITTEE:***

“**RESOLVED THAT** in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and other applicable provisions, if any, including any amendments or re-enactments thereof, the Board of Directors hereby reconstitutes the Stakeholder Relationship Committee of the Board in the following manner:

| Sr. No. | Name                    | Nature of Directorship             | Designation in the Committee |
|---------|-------------------------|------------------------------------|------------------------------|
| 1.      | Mr. Astik Mani Tripathi | Non-Executive Director             | Chairman                     |
| 2       | Mr. Deepak Pandey       | Director                           | Member                       |
| 3       | Mr. Rajeev Ranjan       | Non-Executive Independent Director | Member                       |

**RESOLVED FURTHER THAT** Mr. Astik Mani Tripathi the Non-Executive Director of the Company be and is hereby authorized to act as the Chairman of the Committee.

**RESOLVED FURTHER THAT** Mr. Deepak Pandey, Managing Director and Mrs. Tanushree, Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

**AGENDA ITEM NO. 5.18:**

**TO TAKE NOTE OF NSE INSPECTION RELATED TO SDD COMPLIANCE AND RECTIFICATION THEREOF**

The Board was informed that the Company had received a notice from the National Stock Exchange (NSE) regarding an inspection of its Structured Digital Database (SDD) software, citing non-compliance with the SDD requirements under SEBI (Prohibition of Insider Trading) Regulations.

It was further informed that the inspection was carried out by NSE, and post-inspection observations were duly addressed. The non-compliance has since been rectified and the SDD compliance requirements have been made good by the Company.

**AGENDA ITEM NO. 5.19:**

**TO AUTHORIZE THE DIRECTORS OF THE COMPANY TO FILE STATUTORY FORMS WITH THE REGISTRAR OF COMPANIES VIA MCA PORTAL**

The Chairman proposed to the Board that, as the company is required to file various statutory forms and documents related to compliances under the Companies Act, 2013 with the Registrar of Companies (ROC) through the Ministry of Corporate Affairs (MCA) portal, it is necessary to authorize specific directors to sign and submit such forms using their Digital Signature Certificates (DSCs).

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, consent of the Board of Directors be and is hereby accorded to authorize the directors of the Company to sign, verify and submit all necessary e-forms, returns, documents, applications, and correspondence as may be required to be filed with the Registrar of Companies (ROC) from time to time on behalf of the Company, through the Ministry of Corporate Affairs (MCA) portal, using their Digital Signature Certificates (DSCs).

**FURTHER RESOLVED THAT** the directors of the company, be and are hereby authorized to do all such acts, deeds, and things as may be necessary or incidental to give effect to the foregoing resolution, including signing any documents or forms required for the said purpose.”

**AGENDA ITEM NO. 5.20:**

**AUTHORIZATION FOR GST RETURNS, TAX FILINGS, AND OTHER REGULATORY COMPLIANCES THROUGH EXECUTIVE BOARD COMMITTEE**

The Chairman informed the Board that the company, along with its group companies, is required to comply with various statutory requirements from time to time, including but not limited to GST returns, tax filings, and other regulatory compliances. In order to ensure timely and effective compliance, it is proposed that the Executive Board Committee be authorized to appoint or nominate suitable directors or officers from the company and its group entities as and when required for such filings.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

**“RESOLVED THAT** the Executive Board Committee of the Company be and is hereby authorized to identify, nominate, and authorize from time to time such directors, officers, or representatives from the Company or its group companies, as it may deem fit, to carry out or represent the Company and its group entities for various statutory filings including **GST, tax returns, and other regulatory or compliance-related matters.**

**FURTHER RESOLVED THAT** a certified true copy of this resolution be provided to all concerned authorities as and when required”

**AGENDA ITEM NO. 5.21:**

**PROPOSAL TO CONVENE 15TH ANNUAL GENERAL MEETING OF THE COMPANY AND APPROVE THE NOTICE FOR THE MEETING**

1. In accordance with the provisions of Section 96 of the Companies Act, 2013 every company shall in each year hold in addition to any other meetings, a General Meeting as its Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of a company and that of the next. Also, AGM shall be held within six months from the closing of the financial year.
2. Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situate.
3. Further, in accordance with the provisions of Section 101 of the Companies Act, 2013, the company is required to call a General Meeting by giving not less than clear twenty-one days’ notice either in writing or through electronic mode. Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the total voting power exercisable at that meeting

Pursuant to the pursuant to General Circular dated September 25, 2023 read together with circulars dated December 28, 2022, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022, (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 read with Circular dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, the 14<sup>th</sup> AGM of the Company is proposed to be conducted through VC/OAVM facility, without physical presence of members at a common venue.

---

**GP ECO SOLUTIONS INDIA LIMITED**

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

4. Accordingly, the draft of the notice convening the 14<sup>th</sup> Annual General Meeting of the Company together with relevant explanatory statements is enclosed.
5. In view of above, the Board is requested to:
  - i. Convene 15<sup>th</sup> Annual General Meeting of GP Eco Solution India Limited on \_\_\_\_\_, \_\_\_\_\_ day of September, 2025 at \_\_\_\_\_p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”);
  - ii. Authorize Chairman & Managing Director of the company to fix date, time etc. for the 15<sup>th</sup> Annual General Meeting;
  - iii. Approve the draft notice convening the 15<sup>th</sup> Annual General Meeting and authorize Chairman & Managing Director to make necessary corrections/modifications/additions if any, in the Notice convening 15<sup>th</sup> Annual General Meeting of the Company, before issue;
  - iv. Authorize Company Secretary & Compliance Officer to issue the notice of the 15<sup>th</sup> Annual General Meeting of the Company and to take all necessary actions in this regard.

Accordingly, the Board of Directors is requested to pass the following resolution(s) with or without modifications:

**“RESOLVED THAT** the 15<sup>th</sup> Annual General Meeting of GP Eco Solutions India Limited be convened on \_\_\_\_\_, \_\_\_\_\_ day of September, 2025 at \_\_\_\_\_ p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).”

**“RESOLVED FURTHER THAT** in connection to 15<sup>th</sup> Annual General Meeting of GP Eco Solutions India Limited, the following be and is hereby approved.

|                                       |  |
|---------------------------------------|--|
| <b>Benpos Date for Sending Notice</b> | <b>23<sup>rd</sup> September, 2025</b> |
| <b>Date of Completion of Dispatch</b> | <b>05<sup>th</sup> September, 2025</b> |
| <b>Cut Off Date</b>                   | <b>23<sup>rd</sup> September, 2025</b> |
| <b>Book Closure Start Date</b>        | <b>23<sup>rd</sup> September, 2025</b> |
| <b>Book Closure End Date</b>          | <b>30<sup>th</sup> September, 2025</b> |
| <b>Remote e-Voting Start Date</b>     | <b>27<sup>th</sup> September, 2025</b> |
| <b>Remote e-Voting Start Time</b>     | <b>09:00 A.M.</b>                      |
| <b>Remote e-Voting End Date</b>       | <b>29<sup>th</sup>September, 2025</b>  |

**GP ECO SOLUTIONS INDIA LIMITED**

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

|                                 |                                       |
|---------------------------------|---------------------------------------|
| <b>Remote e-Voting End Time</b> | <b>05:00 P.M.</b>                     |
| <b>Date of AGM/ EGM</b>         | <b>30<sup>th</sup>September, 2025</b> |
| <b>AGM/ EGM Start Time</b>      | <b>12:00 pm</b>                       |

“**RESOLVED FURTHER THAT** in case of exigency, Chairman & Managing Director be and is hereby authorized to modify and fix the date, time and venue of the 15<sup>th</sup> Annual General meeting of the Company.”

“**RESOLVED FURTHER THAT** the draft of the notice convening the 15<sup>th</sup> Annual General Meeting of the Company together with relevant explanatory statements annexed thereto as placed before the Board be and is hereby approved and be issued to the members.”

“**RESOLVED FURTHER THAT** Chairman & Managing Director be and is hereby authorized to make necessary corrections / modifications / additions if any, in the Notice convening 15<sup>th</sup> Annual General Meeting of the Company, before issue.”

“**RESOLVED FURTHER THAT** Company Secretary & Compliance Officer be and is hereby authorized to issue the notice of 15<sup>th</sup> Annual General Meeting of the Company and to take all necessary actions in this regard.”

**AGENDA ITEM NO. 5.222:**

**APPOINTMENT OF M/S NSP & ASSOCIATES AS A SCRUTINIZER FOR CONDUCTING E-VOTING**

The chairman shall place the appointment of *M/s. NSP & Associates*, Company Secretaries as a scrutinizer for conducting e-voting at 15<sup>th</sup> Annual General Meeting of the company.

The consent of the Scrutinizer along with their profile is attached separately with Agenda for your reference.

**THE BOARD IS REQUESTED TO CONSIDER THIS AND PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, including the relevant provisions of the Secretarial Standards and other applicable laws, the Board hereby appoints *M/s. NSP & Associates*, Company Secretaries, represented by Mr. Naveen Shree Pandey (FCS-9028, COP-10937), as the *Scrutinizer* to conduct

the e-voting process (both remote e-voting and voting at the meeting) for the 15th Annual General Meeting of the Company, in a fair and transparent manner.

**RESOLVED FURTHER THAT** the consent of the Scrutinizer, along with their profile, as placed before the Board and attached with the Agenda, be and is hereby taken on record.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in this regard, to give effect to this resolution.”

**Resolved further that,** Directors of the company, be and is hereby authorized to negotiate and fix the remuneration payable to the Scrutinizer, for their services.”

### **AGENDA ITEM NO. 5.23:**

#### **APPOINTMENT OF CDSL AS E-VOTING AGENCY FOR THE ANNUAL GENERAL MEETING**

“**RESOLVED THAT** pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the consent of the Board of Directors be and is hereby accorded to appoint Central Depository Services (India) Limited (CDSL) as the authorized electronic voting agency to provide remote e-voting facility as well as e-voting during the Annual General Meeting (AGM) of the Company to be held for the financial year 2024-25.

**RESOLVED FURTHER THAT** the Company Secretary or any Director of the Company be and is hereby authorized to enter into necessary agreement(s) or arrangement(s) with CDSL and to finalize and execute all documents, forms, or returns as may be necessary in connection with the appointment of CDSL as the e-voting service provider for the said AGM.

**RESOLVED FURTHER THAT** any director of the company, be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary or incidental to give effect to the above resolution.

### **AGENDA ITEM NO. 5.24:**

#### **EARMARKING OF CSR BUDGET FOR THE FY 2025-26**

As per *Section 135* of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, at least 2% of average net profits (calculated as per Section 198) of the Company made during the three immediately preceding financial years is to be earmarked as CSR budget.

---

### **GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')

**THE BOARD IS REQUESTED TO CONSIDER THIS AND IF APPROVED, PASS THE FOLLOWING RESOLUTION WITH OR WITHOUT MODIFICATION:**

**PROPOSED RESOLUTION:**

"**RESOLVED THAT** pursuant to Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of Companies Act and rule made thereunder, CSR Budget as recommended by the CSR Committee for the year 2025-26 be and is hereby fixed as Rs. 18,90,820/- i.e. at 2 % of the average net profit of the company made during preceding three years."

**RESOLVED FURTHER THAT** Mr. Upendra Nath Tripathi, Chairperson of the CSR Committee of the Company, be and is hereby authorized to oversee, monitor, and ensure the proper implementation of the CSR activities and expenditure in accordance with the applicable provisions of the Companies Act, 2013 and the approved CSR policy of the Company.

**AGENDA ITEM NO. 5.25:**

**TO TRANSACT ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRMAN**

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the meeting.

The Board may deal with any other matter with the permission of the Chair.

**VOTE OF THANKS**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

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

\_\_\_\_\_  
**Tanushree  
Company Secretary & Compliance Officer**

**Date: August 27, 2025**

**Place: Noida**

**GP ECO SOLUTIONS INDIA LIMITED**

(Formerly known as 'GP Eco Solutions India Private Limited')