MINUTES OF THE 02ND MEETING OF THE BOARD OF DIRECTORS FOR F/Y 2026- 2027 OF GP ECO SOLUTIONS INDIA LIMITED HELD ON WEDNESDAY, AUGUST 12th, 2026, THROUGH VIDEO CONFERENCING AT 12:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 22/17, 22nd FLOOR, GOLDEN TOWER, WAVE ONE, SECTOR-18, NOIDA, GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301

Meeting Commenced at: 12:00 P.M.

Meeting Concluded at: 01:05 P.M.

Present:

Mr. Deepak Pandey **Managing Director**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)
Mr. Astik Mani Tripathi **Director**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)
Mrs. Anju Pandey	Attended through video conferencing from Noida
Mr. Pradeep Kumar Pandey **Director**	Attended through video conferencing from Noida
Mr. Upendra Nath Tripathi **Independent Director**	Attended through video conferencing from Mumbai
Mr. Rajendra Prasad Ritolia **Director**	Attended through video conferencing from Bangalore
Mr. Rajeev Ranjan **Independent Director**	Attended through video conferencing from Delhi
Mr. Sunil Bhatnagar **Independent Director**	Attended through video conferencing from Delhi
Mr. Manish Grover **Director**	Attended through video conferencing from United States
Mr. Pavitra Khandelvwal **Director**	Attended through video conferencing from Noida

In Attendance:

Mrs. Tanushree **Company Secretary**	Attended through video conferencing from Lucknow
Mrs. Neha Grag **Chief Financial Officer**	Attended through video conferencing from Delhi

Mr. Vikash Kumar Misra **Statutory Auditor**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)

The Company Secretary welcomed all the board members to the 02nd Board Meeting of GP Eco Solutions India Limited. Thereafter, the agenda items were taken up for discussion.

ITEM NO. 2.1: CHAIRMAN OF THE MEETING

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. 2.2: ROLL CALL

At the commencement of the meeting, a roll call regarding the Directors' participation through video conferencing or other audio-visual means was taken by the Company Secretary, and each Director participating in the meeting confirmed their mode of presence, full name, current location, receipt of the agenda, notice, and all relevant materials for the meeting, a confirmation that no person other than the invitees was attending or had access to the proceedings of the meeting, and their ability to completely and clearly see and communicate with each other. Thereafter, the Chairman called the meeting to order**.**

ITEM NO. 2.3: QUORUM & LEAVE OF ABSENCE

The meeting was duly convened in accordance with the provisions of the Companies Act, 2013. The requisite quorum was present.

No Director sought or was granted leave of absence from the meeting.

ITEM NO. 2.4: NOTING & CONFIRMATION OF THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON THURSDAY, MAY 28th, 2026

The Chairman informed the Board that the Minutes of the Audit Committee Meeting held on May 28, 2026, for the financial year 2026–27 had been duly circulated to all the members of the Audit Committee and were confirmed by them.

The said Minutes were placed before the Board for its noting and confirmation.

The Board confirmed the Minutes of the Audit Committee Meeting held on May 28, 2026.

ITEM NO. 2.5: NOTING & CONFIRMATION OF THE MINUTES OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETING HELD ON SEPTEMBER 04, 2025

The Chairman informed the Board that the Minutes of the CSR Committee Meeting held on September 04, 2025, for the financial year 2025–26 had been duly circulated to all the members of the CSR Committee and were confirmed by them.

The said Minutes were placed before the Board for its noting and confirmation.

The Board confirmed the Minutes of the CSR Committee Meeting held on September 04, 2025.

ITEM NO. 2.6: NOTING & CONFIRMATION OF THE MINUTES OF NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON FRIDAY, AUGUST 01, 2025

The Chairman informed the Board that the Minutes of the NRC Committee Meeting held on August 01, 2025, for the financial year 2025–26 had been duly circulated to all the members of the NRC Committee and were confirmed by them.

The said Minutes were placed before the Board for its noting and confirmation.

The Board confirmed the Minutes of the NRC Committee Meeting held on August 01, 2025.

ITEM NO. 2.7: NOTING & CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING HELD ON THURSDAY, MAY 28 2026

The Chairman informed the Board that the Minutes of the Previous Board Meeting held on May 28, 2026, for the financial year 2025–26 had been duly circulated to all the Board members.

The said Minutes were placed before the Board for its noting and confirmation.

The Board confirmed the Minutes of the Board Meeting held on March 03, 2026.

ITEM NO. 2.8: CONSIDER & APPROVE THE BOARD'S REPORT FOR FINANCIAL YEAR 2025-26:

The Board was informed that the draft Board's Report for the financial year ended March 31, 2026, along with the annexures thereto, had been placed before the Board for its consideration and approval. The Board took note of the provisions of Section 134 of the Companies Act, 2013, relating to the preparation and signing of the Board's Report.

The Board deliberated upon the contents of the Board's Report and, after due consideration, approved the same. The Board further authorized Mr. Deepak Pandey, Managing Director, and Mrs. Anju Pandey, Director, to sign the Board's Report on behalf of the Board.

Thereafter, the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to Section 134 (6) of the Act, the Board's Report for the year ended March 31, 2026, as placed before the Board, be and is hereby approved for circulation among the shareholders.

RESOLVED FURTHER THAT Mr. Deepak Pandey, Managing Director of the Company and Mrs. Anju Pandey, Director of the Company, be and are hereby authorised to sign the said Board's Report on behalf of the Board."

RESOLVED FURTHER 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 the Registrar of Companies and to do all such acts, deeds and things in order to give effect to this resolution."

ITEM NO. 2.9: TO TAKE NOTE OF THE RESIGNATION OF THE CHIEF FINANCIAL OFFICER (KEY MANAGERIAL PERSONNEL) OF THE COMPANY

The Board was informed that Mrs. Neha Garg had tendered her resignation from the office of Chief Financial Officer (Key Managerial Personnel) of the Company vide letter dated July 31, 2026, citing personal reasons, with effect from July 31, 2026.

The Board noted that Mrs. Neha Garg would continue to be associated with the Company as an Advisor.

The Board considered the matter and took note of and accepted her resignation. The Board also placed on record its appreciation for her valuable contribution and services rendered to the Company.

After detailed deliberations, the Board took note of and accepted her resignation and passed the following resolution:

"RESOLVED THAT pursuant to the Section 179(3) of the Companies Act, 2013, and other relevant provisions of the Companies Act, 2013, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable statutory provisions, if any, the Board hereby takes on record and accepts the resignation of Mrs. Neha Garg from the office of Chief Financial Officer (Key Managerial Personnel) of the Company, submitted vide her resignation letter dated July 31, 2026.

RESOLVED FURTHER THAT upon cessation of her office as the Chief Financial Officer (Key Managerial Personnel) of the Company, Mrs. Neha Garg shall continue to be associated with the Company in the capacity of an Advisor, on such terms and conditions as may be mutually agreed between them.

RESOLVED FURTHER THAT Directors, and/or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things, including filing the necessary forms, returns, intimations and disclosures with the Registrar of Companies, the Stock Exchange(s), and other statutory or regulatory authorities, as may be required, and to execute all such documents and writings as may be necessary to give effect to this resolution."

ITEM NO. 2.10: APPOINTMENT OF CHIEF FINANCIAL OFFICER (KEY MANAGERIAL PERSONNEL) OF THE COMPANY AND APPROVAL OF HIS REMUNERATION

The Board was informed that, pursuant to the resignation of Mrs. Neha Garg as Chief Financial Officer, the position of Chief Financial Officer had become vacant. Based on the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Vikash Kumar Misra as Chief Financial Officer (Key Managerial Personnel) of the Company was placed before the Board for consideration.

The Board considered his qualifications, experience and expertise and, after due deliberations, approved his appointment as Chief Financial Officer (Key Managerial Personnel) of the Company with effect from August 12, 2026, along with the remuneration and other terms and conditions of his appointment, as placed before the Board.

The Board thereafter passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 179, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the Board be and is hereby accorded for the appointment of Mr. Vikash Kumar Misra as the Chief Financial Officer (CFO)[Key Managerial Personnel (KMP)] of the Company with effect from August 12, 2026, on such terms and conditions as placed before the Board.

RESOLVED FURTHER THAT the remuneration payable to Mr. Vikash Kumar Misra as the Chief Financial Officer of the Company, comprising salary, allowances, perquisites, incentives and other benefits, if any, as recommended by the Nomination and Remuneration Committee and placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT Directors, and/or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things, including filing the necessary forms, returns, intimations and disclosures with the Registrar of Companies, the Stock Exchange(s), and other statutory or regulatory authorities, as may be required, and to execute all such documents and writings as may be necessary to give effect to this resolution."

ITEM NO. 2.11: APPROVAL FOR CHANGE IN DESIGNATION OF MRS. ANJU PANDEY FROM WHOLE-TIME DIRECTOR TO DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT)

The Board was informed that Mrs. Anju Pandey, presently serving as Whole-Time Director of the Company, had expressed her desire to relinquish her executive responsibilities owing to personal commitments. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the proposal for change in her designation from Whole-Time Director to Director (Non-Executive, Non-Independent) with effect from August 13, 2026, was placed before the Board.

The Board considered the matter and, after due deliberations, approved the change in designation of Mrs. Anju Pandey. The Board noted that she would cease to discharge executive responsibilities and continue as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation.

The Board thereafter passed the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and other applicable laws, if any (including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Board of Directors be and is hereby accorded for the change in designation of Mrs. Anju Pandey (DIN: 03141290) from Whole-Time Director to Director (Non-Executive, Non-Independent) of the Company with effect from August 13, 2026.

RESOLVED FURTHER THAT consequent upon the aforesaid change in designation, Mrs. Anju Pandey shall cease to discharge executive responsibilities and shall continue as a Director (Non-

Executive, Non-Independent**)** of the Company, liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to file the necessary e-forms and make requisite filings with the Registrar of Companies, the Stock Exchange(s), and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution."

ITEM NO. 2.12: APPROVAL FOR CHANGE IN DESIGNATION OF MR. PAVITRA KHANDELWAL (DIN: 08764693) FROM DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) TO WHOLE-TIME DIRECTOR AND APPROVAL OF HIS REMUNERATION

The Board was informed that, in view of the increasing scale of the Company's operations, the Nomination and Remuneration Committee, at its meeting held on August 12, 2026, recommended changing the designation of Mr Pavitra Khandelwal from Director (Non-Executive, Non-Independent) to Whole-Time Director.

The Board considered and approved the proposal, subject to shareholders' approval and passed the following resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders of the Company, the consent of the Board be and is hereby accorded for the change in designation of **Mr. Pavitra Khandelwal (DIN: 08764693)** from **Director (Non-Executive, Non-Independent) to Whole-Time Director**, for a period of five (5) consecutive years commencing from August 13, 2026 and ending on August 12, 2031.

"**RESOLVED FURTHER** that pursuant to the Articles of Association of the Company, Mr. Pavitra Khandelwal shall not retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association of the company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company be and hereby approve the remuneration structure payable, subject to the approval of the shareholders, to Mr. Pavitra Khandelwal, with effect from August 13, 2026, on the salary, allowance and perquisites as under, :

Details of remuneration are:

1. Salary Rs. 48,00,000 per annum.

The salary mentioned above includes perquisites payable to Mr Pavitra Khandelwal; however, the total managerial remuneration shall not exceed the maximum limit prescribed under the Companies Act.

Terms & Conditions for the Appointment:

1. Period of Agreement: August 13, 2026 to August 12, 2031

2. Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified herein:

    a) contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company.

    b) Gratuity payable at the rate not exceeding half a month's salary for every completed year of service.

3. Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act,2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

4. Where in any financial year during his tenure as Whole-time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/allowances as aforesaid.

5. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid tenure, Mr. Pavitra Khandelwal shall be entitled to receive remuneration by way of salary, perquisites, allowances and other benefits in accordance with the limits prescribed under Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to issue the appointment letter, file the necessary e-forms and make requisite filings with the Registrar of Companies, the Stock Exchange(s) and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution."

ITEM NO. 2.13: TO TAKE NOTE OF THE RESIGNATION OF THE INTERNAL AUDITOR

The Board was informed that M/s. MATS & Co., Chartered Accountants, Internal Auditor of the Company, had tendered its resignation from the office of Internal Auditor due to increased professional commitments and pre-occupation with other assignments.

The Board considered the matter and took note of and accepted the resignation. The Board placed on record its appreciation for the valuable services rendered by M/s. MATS & Co. during their tenure as Internal Auditor of the Company.

The Board thereafter passed the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, if any, the Board hereby takes on record and accepts the resignation of M/s. MATS & Co., Chartered Accountants, from the office of Internal Auditor of the Company, tendered due to increased professional commitments and pre-occupation with other assignments.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution**."**

ITEM NO. 2.14: **<u>TO CONSIDER AND APPROVE THE APPOINTMENT OF THE INTERNAL AUDITOR OF THE COMPANY</u>**

The Board was informed that, consequent upon the resignation of M/s. MATS & Co., Chartered Accountants**,** the Audit Committee had recommended the appointment of M/s. V. Valecha & Company, Chartered Accountants**,** as the Internal Auditor of the Company for the Financial Year 2026-27.

The Board considered the profile, experience and consent of the proposed firm and, after due deliberations, approved its appointment as the Internal Auditor of the Company for the Financial Year 2026-27, on such terms and conditions, including remuneration, as approved by the Board.

The Board thereafter passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Board be and is hereby accorded for the appointment of M/s. V. Valecha & Company Chartered Accountants, as the Internal Auditor of the Company with effect from this Board meeting, to conduct the internal audit of the Company for the Financial Year 2026-27, on such terms and conditions, including remuneration, as placed before the Board.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorised to finalise the terms of engagement and remuneration and to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution**."**

ITEM NO. 2.15: **<u>TO TAKE NOTE OF THE RESIGNATION OF MR. AKHILESH KUMAR JAIN (DIN: 03466588) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY</u>**

The Board was informed that Mr. Akhilesh Kumar Jain (DIN: 03466588) had tendered his resignation from the office of Director from July 31, 2026.

The Board took note of and accepted his resignation with effect from July 31, 2026 and placed on record its appreciation for his valuable contribution and services during his tenure.

The Board thereafter passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 168 of the Companies Act, 2013 read with Rule 15 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, the resignation tendered by Mr. Akhilesh Kumar Jain, holding DIN: 03466588, from the directorship of the Company vide resignation letter dated July 31, 2026, a copy of which is placed before this meeting, be and is hereby noted and accepted with effect from July 31, 2026.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation and gratitude for the valuable services, guidance, and assistance rendered by Mr. Akhilesh Kumar Jain during his tenure as Director of the Company. The Board acknowledges that his contributions have been instrumental in the growth and development of the Company and wishes him success in all future endeavours.

RESOLVED FURTHER THAT as required under Section 168(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company shall intimate the Registrar of Companies about the resignation of Mr. Akhilesh Kumar Jain by filing Form DIR-12 within thirty days from the date of receipt of the resignation notice, along with the prescribed fees and requisite attachments including the notice of resignation.

RESOLVED FURTHER THAT the fact of such resignation by Mr. Akhilesh Kumar Jain shall be disclosed in the Report of Directors to be laid before the members at the immediately following Annual General Meeting of the Company in accordance with the statutory requirements under the Companies Act, 2013.

RESOLVED FURTHER THAT the Company shall update its website, if any, with the information regarding the resignation of the said Director and make necessary entries in the Register of Directors and Key Managerial Personnel maintained under Section 170 of the Companies Act, 2013 and Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorised to file the requisite forms and documents with the Registrar of Companies, Ministry of Corporate Affairs, including but not limited to Form DIR-12, and to take all necessary steps for compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

ITEM NO. 2.16: CONSIDERATION & ADOPTION OF SECRETARIAL AUDIT REPORT (FORM MR-3) FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

The Board was informed that the Secretarial Audit for the financial year ended March 31, 2026, had been conducted by M/s. KKS & Associates, Practicing Company Secretaries, and the Secretarial Audit Report in Form MR-3 was placed before the Board.

The Board considered and adopted the Secretarial Audit Report for the financial year 2025-26 and passed the following resolution.

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report in Form MR-3 for the financial year ended 31st March, 2026, as issued by M/s. KKS & Associates**,** Practicing Company Secretaries, and placed before the Board of Directors, be and is hereby adopted**."**

ITEM NO. 2.17: TO TAKE NOTE OF THE PENALTY IMPOSED BY THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED FOR DELAY IN COMPLIANCE WITH REGULATION 23(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board was informed that NSE had imposed a penalty of ₹5,000/- on the Company for a delay of one day in submission of the Related Party Transactions disclosure under Regulation 23(9) of the SEBI (LODR) Regulations, 2015, due to an inadvertent/technical error.

The Board took note of the penalty and advised the Compliance Team to exercise due care and diligence in monitoring regulatory compliances and timelines. The Board further advised that appropriate checks be undertaken to ensure timely and accurate compliance and to avoid recurrence of such instances in future.

The Board also advised the Compliance Team to regularly monitor changes in applicable laws and regulations and ensure timely compliance therewith.

ITEM NO. 2.18: TO TAKE NOTE OF THE LISTING COMPLIANCES AND INTEGRATED FILINGS UNDER VARIOUS SEBI REGULATIONS FOR THE QUARTER ENDED JUNE 30, 2026

The Board was informed that the applicable listing compliances and integrated filings under the SEBI (LODR) Regulations, 2015 and other applicable SEBI Regulations for the quarter ended June 30, 2026 had been duly submitted to the Stock Exchange(s).

The Board further noted that no investor complaints were received during the quarter and, accordingly, there were no complaints pending or unresolved during the period.

The Board took note of the above compliances and filings.

ITEM NO. 2.19: TO TAKE NOTE OF RESOLUTION PASSED BY CIRCULATION ON JULY 18, 2026

The Board was informed that, pursuant to Section 175 of the Companies Act, 2013 and Secretarial Standard-1, a resolution had been duly passed by circulation on July 18, 2026, with the requisite majority of Directors having conveyed their assent.

The Board took note of the resolution so passed by circulation and placed the same on record.

ITEM NO. 2.20: TO TAKE NOTE OF THE MATERIAL DISCLOSURES MADE TO NATIONAL STOCK EXCHANGE (NSE)

The Board was informed that, pursuant to the applicable provisions of the SEBI (LODR) Regulations, 2015, the Company had made certain material disclosures and intimations to the National Stock Exchange of India Limited (NSE) during the period since the last Board Meeting.

The details and copies of the relevant disclosures were placed before the Board. The Board considered and took note of the same and placed the disclosures on record.

ITEM NO. 2.21: TO TAKE NOTE OF THE CREATION OF PLEDGE ON EQUITY SHARES HELD BY THE PROMOTERS

The Board was informed that certain members of the Promoter/Promoter Group had created a pledge over their equity shares held in the Company in favour of the lender(s)/financial institution(s) as security for credit facilities availed by the Company and/or its group companies and/or by the promoters in their personal capacity.

The Board took note of the creation of such pledge and noted that the same does not result in any transfer of ownership or change in the management or control of the Company.

ITEM NO. 2.22: TO TAKE NOTE ON THE RESOLUTIONS PASSED BY THE EXECUTIVE BOARD COMMITTEE

The Board was informed that the resolutions passed by the Executive Board Committee were placed before the Board for its information and noting.

The Board considered and took note of the resolutions passed by the Executive Board Committee and placed the same on record.

ITEM NO. 2.23: NOTING OF THE CSR FUND UTILIZATION CERTIFICATE FOR FY 2025 26 UNDER RULE 4 OF THE COMPANIES (CSR POLICY) RULES, 2014

The Board was informed that the CSR Fund Utilization Certificate for the Financial Year 2025-26**,** duly certified by the Chief Financial Officer, confirming that the CSR funds had been utilized for the purposes approved by the Board, was placed before the Board for noting.

The Board considered and took note of the certificate and placed the same on record.

ITEM NO. 2.24: APPROVAL OF THE CSR BUDGET FOR THE FY 2026-27 ALONG WITH THE ANNUAL ACTION PLAN

The Board was informed that the CSR Committee had recommended the CSR Budget of ₹41,81,763/- for the Financial Year 2026-27, being 2% of the average net profits of the Company, along with the Annual Action Plan for implementation of CSR activities during the year.

The Board considered and approved the CSR Budget and Annual Action Plan, including the proposed CSR projects and allocation of the budget, as placed before the Board and passed the following resolution after due consideration.

CSR Expenditure	**For 2026-27**
Profit Before Tax for preceding 3 FYs	
2023-24	95,9,91,350
2024-25	13,70,28,777
2025-26	39,22,04,204
Average Net Profits	20,90,88,133
Mandatory CSR % to be allocated	2%
CSR Amount (Rs. In Lacs) (Approx.)	**4181762.67**
Unspent amount of FY 2025-26	-

"**RESOLVED THAT** pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the consent of the Board of Directors be and is hereby accorded to approve the Corporate Social Responsibility ("CSR") Budget of **Rs. 41,81,763/- (Rupees Forty-One Lakh Eighty-One Thousand Seven Hundred Sixty Three Only)** for the Financial Year 2026-27, being 2% of the average net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, as recommended by the CSR Committee.

RESOLVED FURTHER THAT the Annual Action Plan for the Financial Year 2026-27, as placed before the Board and recommended by the CSR Committee, be and is hereby approved, including the proposed allocation of the CSR budget for the following projects:

S. N.	CSR Project	Amount (in lacs)
	Budget for FY 2026-27	41,81,763
A	(1) KV SHALA 2.0 (Implementing Agency- By Vishwas Trust)	5,00,000
	(2) Implementing Agency – Respect India	5,00,000
B	Administrative expenses @ 5%	NIL
	Grand Total (A + B)	10,00,000
	Balance unallocated budget	31,81,763

RESOLVED FURTHER THAT the Board hereby approves the following Annual Action Plan for the Financial Year 2026-27:

a) The Company shall enter into/renew agreements with the implementing agencies, namely Vishwas Trust for implementation of KV Shala 2.0 and Respect India for implementation of the approved CSR project(s), for a period of one year or such other period as may be considered appropriate.

b) The CSR projects shall be monitored by the CSR Committee, and periodic progress reports shall be placed before the Management and the Board, as may be required.

c) The balance unallocated CSR budget shall be deployed during the Financial Year 2026-27 towards eligible CSR projects or activities in accordance with the approved CSR Policy, and applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, Mr. Upendra Nath Tripathi, Chairman of the CSR Committee, is hereby authorised to oversee and monitor the utilization of the balance unallocated CSR budget in accordance with the approved Annual Action Plan and applicable provisions of the Companies Act, 2013.

d) Except for advance payments, wherever approved, no further payments shall be released to the implementing agencies unless the requisite utilization statements, supporting documents and other reports, as prescribed by the Company, are submitted.

e) The agreements with the implementing agencies shall, inter alia, contain suitable provisions relating to monitoring, utilization of funds, treatment of any income arising from CSR activities, reporting requirements and such other terms as may be necessary to ensure effective implementation of the CSR projects, including:

- submission of periodic MIS/progress reports by the implementing agencies;
- submission of annual audited Fund Utilization Certificate and Impact/Completion Report, wherever applicable; and
- maintenance of proper books, records and supporting documents relating to the utilization of CSR funds.

RESOLVED FURTHER THAT the CSR Committee of the Company be and is hereby authorized to oversee, supervise and monitor the implementation of the approved CSR projects, review the progress of the CSR activities from time to time, make suitable modifications to the Annual Action

Plan within the framework of the applicable laws and the CSR Policy of the Company, and recommend the same to the Board wherever required.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company**,** be and is hereby severally authorized to execute the necessary agreements with the implementing agencies, sign and file all documents, applications, returns and other writings, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution."

ITEM NO. 2.25: PROPOSAL TO CONVENE 16TH ANNUAL GENERAL MEETING OF THE COMPANY AND APPROVE THE NOTICE FOR THE MEETING

The Board was informed that the 16th Annual General Meeting (AGM) of the Company was proposed to be convened in accordance with the applicable provisions of the Companies Act, 2013 and other applicable regulations through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The Board considered and approved the proposal to convene the 16th AGM and approved the draft Notice, along with the proposed e-voting and other related dates, as placed before the Board.

The Board further authorised the Chairman & Managing Director to finalise/modify the date and time of the AGM and make necessary changes in the Notice, if required, and authorised the Company Secretary & Compliance Officer to issue the Notice and undertake all necessary actions in this regard.

The Board, after due deliberation passed the following resolution:

"RESOLVED THAT the 16th Annual General Meeting of GP Eco Solutions India Limited be convened on Monday, 21st day of September, 2026 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")."

RESOLVED FURTHER THAT in connection to 16th Annual General Meeting of GP Eco Solutions India Limited, the following be and is hereby approved.

Benpos Date for Sending Notice	**August 21, 2026**
Date of Completion of Dispatch	**August 26, 2026**
Cut Off Date	**September 14, 2026**
Book Closure Start Date	**September 14, 2026**
Book Closure End Date	**September 21, 2026**
Remote e-Voting Start Date	**September 18, 2026**
Remote e-Voting Start Time	**09:00 A.M.**
Remote e-Voting End Date	**September 20, 2026**
Remote e-Voting End Time	**05:00 P.M.**

Date of AGM/ EGM	**September 21, 2026**
AGM/ EGM Start Time	**12:00 P.M.**

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 16th Annual General meeting of the Company."

RESOLVED FURTHER THAT the draft of the notice convening the 16th 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 16th 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 16th Annual General Meeting of the Company and to take all necessary actions in this regard."

ITEM NO. 2.26: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S NSP & ASSOCIATES, PRACTISING COMPANY SECRETARIES, AS THE SCRUTINIZER FOR CONDUCTING REMOTE E-VOTING AND E-VOTING AT THE 16TH ANNUAL GENERAL MEETING

The Board was informed that M/s NSP & Associates, Practising Company Secretaries, had conveyed their consent and eligibility to act as the Scrutinizer for scrutinizing the remote e-voting process and e-voting conducted at the 16th Annual General Meeting of the Company.

The Board considered the matter and approved the appointment of M/s NSP & Associates, Practising Company Secretaries, as the Scrutinizer and passed the following resolutions.

"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, Secretarial Standard-2 on General Meetings, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, **M/s NSP & Associates, Practising Company Secretaries**, be and are hereby appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting conducted at the 16th Annual General Meeting of the Company fairly and transparently.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to communicate the appointment to the Scrutinizer and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 2.27: TO CONSIDER AND APPROVE THE APPOINTMENT OF CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) AS THE E-VOTING AGENCY FOR THE 16TH ANNUAL GENERAL MEETING

The Board was informed about the requirement to provide remote e-voting and e-voting facility to the Members for the 16th Annual General Meeting.

The Board considered the matter and approved the appointment of Central Depository Services (India) Limited (CDSL) as the E-Voting Agency for providing remote e-voting and e-voting facility during the 16th Annual General Meeting of the Company.

The Board, after due consideration, passed the following resolution:

"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, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings, and other applicable provisions, Central Depository Services (India) Limited (CDSL) be and is hereby appointed as the E-Voting Agency for providing remote e-voting and e-voting facility during the 16th Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorised to execute the necessary documents, complete the required formalities with CDSL, and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 2.28: <u>TO TAKE NOTE OF THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2025-26</u>

The draft Annual Report for the Financial Year 2025-26 was placed before the Board for finalisation. The Company Secretary informed the Board that certain changes and modifications were required to be incorporated in the Annual Report before its finalisation.

The Board considered the matter and authorised the Executive Board Committee (EBC) to make the necessary changes/modifications and finalise the Annual Report and proceed with its issuance.

VOTE OF THANKS

There being no further business to transact, the meeting concluded at 01:05 P.M. with a vote of thanks extended by Mr. Deepak Pandey, Director of the Company. Before concluding the meeting, Mr. Deepak Pandey briefed the Board on the Company's performance, business operations and overall position as on date, and apprised the Board of the Company's ongoing progress and future outlook.

Date of entry:	**Chairperson**
Date of signing:	**(**Pradeep Kumar Pandey**)**
Place: Noida	

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