MINUTES OF THE 01st MEETING OF THE BOARD OF DIRECTORS FOR F/Y 2026-2027 OF GP ECO SOLUTIONS INDIA LIMITED HELD ON THURSDAY, MAY 28th, 2026, THROUGH VIDEO CONFERENCING AT 11:30 AM 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: 11:30 A.M.

Meeting Concluded at: 04:00 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)
Mr. Pradeep Kumar Pandey **Director**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)
Mr. Sunil Bhatnagar **Independent Director**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)
Mr. Upendra Nath Tripathi **Independent Director**	Attended through video conferencing from Mumbai
Mr. Rajendra Prasad Ritolia **Director**	Attended through video conferencing from Kolkata
Mr. Manish Grover **Director**	Attended through video conferencing from United States
Mr. Rajeev Ranjan **Independent Director**	Attended through video conferencing from Delhi
Mr. Akhilesh Kumar Jain **Director**	Attended through video conferencing from Jaipur

In Attendance:

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

Mrs. Neha Grag **Chief Financial Officer**	Attended from the Registered Office of the Company (GP ECO Board Room- Noida)
Mr. Naveen Kumar Mittal **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 01st meeting of the Audit Committee of GP Eco Solutions India Limited. Thereafter, the agenda items were taken up for discussion.

ITEM NO. 1.1: CHAIRMAN OF THE MEETING

Mr. Deepak Pandey, Director 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. 1.2: 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. 1.3: QUORUM & LEAVE OF ABSENCE

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

Leave of absence was granted to Mrs. Anju Pandey, who was unable to attend the meeting.

With the quorum being present, Mr. Deepak Pandey presided over the meeting and called it to order.

ITEM NO. 1.4: CONFIRMATION OF THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON THURSDAY, NOVEMBER 06th, 2025

The Chairman informed the Board that the Minutes of the Audit Committee Meeting held on November 06, 2025, for the financial year 2025–26 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 November 06, 2025.

ITEM NO. 1.5: CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING HELD ON TUESDAY, MARCH 03rd, 2026

The Chairman informed the Board that the Minutes of the Previous Board Meeting held on March 03, 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. 1.6: TO TAKE NOTE OF DISCLOSURE OF INTEREST RECEIVED FROM DIRECTORS UNDER SECTION 184(1) OF THE COMPANIES ACT, 2013

The Chairperson informed the Board that pursuant to the provisions of Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, every Director is required to disclose his/her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals, including shareholding, by way of a general notice in Form MBP-1 at the first Board Meeting of every financial year.

The Board was further informed that all the Directors of the Company had submitted their respective disclosures of interest in Form MBP-1 for the financial year and the same were placed before the Board for its consideration and noting.

The Board reviewed the disclosures and took note of the same.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 184(1) read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the general notice of disclosure of interest or concern in Form MBP-1 received from all the Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record.

RESOLVED FURTHER THAT Mrs. Tanushree, Company Secretary of the Company, be and is hereby authorised on behalf of the Board of Directors to keep the form MBP-1 in her safe custody."

ITEM NO. 1.7: TO TAKE NOTE OF DECLARATION OF NON-DISQUALIFICATION UNDER SECTION 164(1) OF THE COMPANIES ACT, 2013

The Chairman informed the Board that pursuant to the provisions of Section 164(1) of the Companies Act, 2013, every Director is required to furnish a declaration in Form DIR-8 confirming that he/she is not disqualified from being appointed or continuing as a Director of the Company.

The Board noted that all the Directors of the Company had submitted their respective declarations in Form DIR-8 confirming that they are not disqualified under the provisions of Section 164(1) of the Companies Act, 2013.

The Board took note of the declarations received from the Directors and passed the following resolutions unanimously:

RESOLVED THAT the declarations received from all the Directors of the Company confirming that they are not disqualified under Section 164(1) of the Companies Act, 2013 be and are hereby noted and taken on record.

RESOLVED FURTHER THAT Mrs. Tanushree, Company Secretary of the Company, be and is hereby authorised on behalf of the Board of Directors to keep the form DIR- 8 in her safe custody.**"**

ITEM NO. 1.8: TO TAKE NOTE OF DECLARATION OF INDEPENDENCE RECEIVED FROM INDEPENDENT DIRECTORS UNDER SECTION 149(6) AND 149(7) OF THE COMPANIES ACT, 2013

The Chairman informed the Board that pursuant to the provisions of Section 149(6) and 149(7) of the Companies Act, 2013, every Independent Director is required to submit a declaration confirming that he/she meets the criteria of independence as prescribed under the Act at the first Board Meeting of every financial year.

The Board noted that the Company had received the requisite declarations from all the Independent Directors confirming that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and that they are independent of the management.

The declarations received from the Independent Directors were placed before the Board for noting and recording.

After discussions, the Board unanimously passed the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 149(6) and 149(7) of the Companies Act, 2013 and other applicable provisions, if any, the declarations received from the Independent Directors of the Company confirming that they meet the criteria of independence and are independent of the management, as placed before the meeting, be and are hereby noted and taken on record.

RESOLVED FURTHER THAT Mrs. Tanushree, Company Secretary of the Company, be and is hereby authorised to keep the said declarations in safe custody and to do all such acts, deeds, and things as may be necessary in this regard."

ITEM NO.1.9: ISSUANCE OF 553000 EQUITY SHARES TO THE PERSONS/ENTITIES BELONGING TO THE "PUBLIC" CATEGORY ON PREFERENTIAL BASIS

The Chairman informed the Board that, in order to raise additional funds for the business requirements and future growth of the Company, it was proposed to issue Equity Shares on a preferential basis to certain identified investors belonging to the Public Category, in compliance with the provisions of the Companies Act, 2013, SEBI ICDR Regulations and other applicable laws.

The Board was apprised of the terms of the proposed issue and noted that the Company proposes to issue and allot up to 5,53,000 (Five Lakh Fifty-Three Thousand) Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 364/- per Equity Share, aggregating up to Rs. 20,12,92,000/- (Rupees Twenty Crores Twelve Lakhs Ninety-Two Thousand Only), subject to the approval of the Members and other necessary statutory and regulatory approvals.

After detailed deliberations and discussions, the Board was of the view that the proposed preferential issue was in the best interest of the Company and its stakeholders and accordingly passed the following resolution unanimously:

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

S. No.	Name of Proposed Subscriber	Category	No. of Equity Shares to be allotted (up to)	Amount in Rupees (up to)
1	Sandeep Singh	Public	1,00,000	3,64,00,000
2	Khushboo Siddharth Nahar	Public	1,00,000	3,64,00,000
3	Smart Horizon Opportunity Fund	Public	1,00,000	3,64,00,000
4	Vijaya Sharma	Public	12,000	43,68,000
5	Amarpal Singh Hura	Public	12,000	43,68,000
6	Mastermind JPIN Investment Managers LLP	Public	50,000	1,82,00,000
7	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	Public	15,000	54,60,000
8	AlphaGrow Avenue LLP	Public	20,000	72,80,000

9	Anu Aggarwal	Public	7,000	25,48,000
10	Gaurav Lohiya	Public	7,000	25,48,000
11	Sagent India Private Limited	Public	12,000	43,68,000
12	Dalip Singh Mohoora	Public	7,000	25,48,000
13	Neelotpal Shukla	Public	9,000	32,76,000
14	Akriti Mahajan	Public	3,000	10,92,000
15	Pine Capital	Public	10,000	36,40,000
16	Suresh Zunzunwala	Public	10,000	36,40,000
17	Vaibhav Agarwal	Public	4,000	14,56,000
18	Jagdip Singh	Public	25,000	91,00,000
19	Rajan Goel	Public	5,000	18,20,000
20	Manoj Tomar	Public	5,000	18,20,000
21	Uma Shankar Gaud	Public	3,000	10,92,000
22	Ashok Singh	Public	3,000	10,92,000
23	Kolumbus Financial Advisory Services LLP	Public	20,000	72,80,000
24	Jatin Sharma	Public	3,000	10,92,000
25	Tiger Assets Private Limited	Public	5,000	1,820,000
26	Harprit Singh	Public	6,000	2,184,000
			5,53,000	**20,12,92,000**

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

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

(a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

(d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.

(e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of ICDR Regulations and any other applicable law for the time being in force.

(f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

(g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

(h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

(i) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

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

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

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

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

ITEM NO. 1.10: ISSUANCE OF UP TO 2847000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS/ENTITIES BELONGING TO THE 'PROMOTER' AND "PUBLIC" CATEGORY ON A PREFERENTIAL BASIS.

The Chairman informed the Board that, in order to augment the long-term financial resources of the Company and support its business growth plans, it was proposed to issue up to 28,47,000 Fully Convertible Warrants on a preferential basis to identified persons/entities belonging to the Promoter and Public Category, in accordance with the provisions of the Companies Act, 2013, SEBI ICDR Regulations and other applicable laws.

The Board was apprised of the terms of the proposed issue and noted that the Warrants would be issued at a price of Rs. 364/- per Warrant, aggregating up to Rs. 103,63,08,000/- (Rupees One Hundred Three Crores Sixty-Three Lakhs and Eight Thousand Only). Each Warrant shall be convertible into one equity share of face value of Rs. 10/- each within a period of 18 months from the date of allotment, subject to applicable laws and regulations.

The Board discussed the matter and after due deliberations, approved the proposal and passed the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited, the stock exchange where the equity shares of the Company are listed (collectively **"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBI")**, as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")** as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed subject to the approval of the members of the Company in ensuing Extra Ordinary General Meeting, the consent of the Board be and is hereby accorded to create, issue, offer and allot, on a preferential basis ***up to*** **2,847,000 (Twenty Eight Lac Forty Seven Thousand)** Fully Convertible Warrants **("Warrants")** at an issue price of **Rs. 364/- (Rupees Three Hundred and Sixty Four Only)** per warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of **Rs.10/-** each, for cash, for an aggregate amount of up to **Rs. 1,036,308,000/- (Rupees One Hundred Three Crores Sixty Three Lacs and Eight Thousand Only),** and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized, to the below mentioned persons/entities belonging to the 'Promoter' category ("Proposed Allottees") in the manner as follows:

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

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

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

a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **"Warrant Exercise Period"**).

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give the Warrant Holder any voting rights in the Company in respect of such Warrants.

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

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

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

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

ITEM NO. 1.11: TO CONSIDER AND APPROVE THE AUDITORS' REPORT ON FINANCIAL STATEMENTS FOR FINANCIAL YEAR 2025-26

The Chairman informed the Board that the Statutory Auditors of the Company, M/s. NKMR & Co., Chartered Accountants, had completed the audit of the Company for the financial year ended March 31, 2026 and had submitted their Audit Report thereon.

The Auditor's Report together with the audited financial statements for the financial year 2025-26 was placed before the Board for its consideration and noting. The Board reviewed the same and noted the observations and comments contained therein.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT the Auditor's report submitted by *M/s. NKMR & CO*, *Chartered Accountants*, the statutory auditors of the Company on the balance sheet as on March 31, 2026 and profit and loss account for the said period, tabled before the meeting, be and is hereby taken note of."

ITEM NO. 1.12: TO CONSIDER AND APPROVE THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

The Chairman placed before the Board the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, comprising the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Notes forming part of the Financial Statements.

The Board reviewed the financial performance and financial position of the Company for the financial year ended March 31, 2026 and discussed the significant accounting policies, financial disclosures and other relevant matters contained in the Financial Statements. After detailed deliberations, the Board expressed its satisfaction with the Financial Statements as placed before the meeting.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 134 and Section 137 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the

Balance-sheet as on March 31, 2026, and Profit & loss account ending on that date along with the Cash Flow Statement as on March 31, 2026 and the Explanatory Notes annexed to, or forming part of any document referred above as placed before the Board and initialed by the Chairperson for the purpose of identification be and are hereby considered and approved.

RESOLVED FURTHER THAT *Mr. Deepak Pandey* and *Mrs. Anju Pandey*, Directors & *Mrs. Tanushree*, Company Secretary and *Mrs. Neha Garg*, Chief Financial Officer of the Company be and are hereby jointly authorized to sign the Annual Financial Statements of the Company comprising of Balance Sheet as on March 31, 2026, Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement as on March 31, 2026 and the Explanatory Notes annexed to, or forming part of any document referred above and the same be submitted to the Statutory Auditor of the Company for his signature.

RESOLVED FURTHER THAT, Mr. Deepak Pandey, Managing Director of the company, be and is hereby authorized and directed to take all necessary actions to rectify the inaccuracies and/or omissions in the Financials, 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, all the Directors of the Company be and are hereby authorised severally to file necessary e-Forms with the Registrar of Companies."

ITEM NO. 1.13: TO TAKE NOTE OF MD & CFO CERTIFICATION ON THE AUDITED (STANDALONE & CONSOLIDATED) FINANCIAL RESULTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2026

The Chairman informed the Board that pursuant to Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chief Executive Officer and Chief Financial Officer are required to certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

The MD & CFO Certification in respect of the Audited Standalone and Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2026 was placed before the Board for its consideration and noting.

The Board reviewed the certification and noted that the same was in compliance with the requirements of Regulation 33 of the SEBI (LODR) Regulations, 2015.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT in accordance with the Regulation 33 of SEBI (LODR) Regulations, 2015, as amended from time to time, CEO & CFO certification on the audited (Standalone & Consolidated) financial results for the quarter and financial year ended on 31st March, 2026 of the Company, be and is hereby taken on record and is hereby submitted to Board."

ITEM NO. 1.14: TO TAKE NOTE OF THE INTERNAL AUDIT REPORT FOR THE FINANCIAL YEAR 2025-2026

The Chairman informed the Board that pursuant to the provisions of Section 138 and Section 177 of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Internal Auditor of the Company had submitted the Internal Audit Report for the financial year ended March 31, 2026.

The Board was further informed that the Audit Committee had reviewed the said report and recommended the same to the Board for its consideration and noting.

The Internal Audit Report was placed before the Board. The Board reviewed the observations and recommendations contained therein and discussed the key findings of the Internal Auditor.

Thereafter, the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to the provisions of Section 138, Section 177 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors do hereby take note of the Internal Audit Report of the Company for the financial year ended 31st March, 2026, as reviewed and recommended by the Audit Committee.

RESOLVED FURTHER THAT the observations and recommendations contained in the said report be and are hereby noted, and the management is advised to take necessary corrective actions, wherever required."

ITEM NO. 1.15: TAKING ON RECORD OF UTILISATION CERTIFICATE FOR PREFERENTIAL ISSUE PROCEEDS

The Chairman informed the Board that pursuant to NSE Circular No. NSE/CML/2024/23 dated September 5, 2024, listed entities are required to submit to the Stock Exchange, along with the financial results, a certificate from the Statutory Auditors certifying the utilisation of issue proceeds, after approval by the Audit Committee.

The Board was further informed that the Audit Committee, at its meeting held on May 28, 2026, had reviewed and approved the Utilisation Certificate issued by the Statutory Auditors in respect of the utilisation of proceeds raised through the preferential issue of 1,20,000 equity shares and 1,20,000 warrants allotted on June 06, 2025.

The said Utilisation Certificate was placed before the Board for its consideration and noting. The Board reviewed the same and noted that the proceeds had been utilised in accordance with the objects stated in the relevant offer documents.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT pursuant to NSE Circular No. NSE/CML/2024/23 dated September 5, 2024, and other applicable provisions, if any, the Board of Directors of the Company hereby takes note of and approves the Utilisation Certificate issued by the Statutory Auditors of the Company in respect of the utilisation of proceeds received from the issuance of 1,20,000 equity shares on a preferential basis and issuance of 1,20,000 warrants on May 06, 2025.

RESOLVED FURTHER THAT Mr. Tanushree, Company Secretary of the Company, be and is hereby authorised to submit the aforesaid Utilisation Certificate to the Stock Exchange(s) and to do all such acts, deeds, matters and things as may be necessary or expedient in this regard."

ITEM NO. 1.16: TO CONSIDER AND APPROVE THE APPOINTMENT OF INTERNAL AUDITOR FOR THE FINANCIAL YEAR 2026-27

The Chairman informed the Board that, based on the recommendation of the Audit Committee, it was proposed to re-appoint M/s. MATS & Co., Chartered Accountants, as the Internal Auditor of the Company for the Financial Year 2026-27 to conduct the internal audit of the functions and activities of the Company.

The Board considered the recommendation of the Audit Committee and noted the experience and expertise of M/s. MATS & Co., Chartered Accountants in carrying out internal audit assignments. After discussion, the Board agreed that the appointment would be in the best interest of the Company.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 138 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, and based on the recommendation of the Audit Committee, M/s. MATS & Co., Chartered Accountants, be and are hereby re-appointed as the Internal Auditor(s) of the Company for the Financial Year 2026-27 to conduct the internal audit of the functions and activities of the Company.

RESOLVED FURTHER THAT the audit committee is hereby authorized to fix and finalize the remuneration payable to the said Internal Auditor(s) for the Financial Year 2026-27.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters, and things and to file necessary e-forms with the Registrar of Companies, as may be required to give effect to this resolution."

ITEM NO. 1.17: RE-APPOINTMENT OF M/S KKS & CO., PRACTISING COMPANY SECRETARY AS SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR: 2026-27

The Chairman informed the Board that pursuant to the applicable provisions of the Companies Act, 2013 and based on the recommendation of the Audit Committee, it was proposed to re-appoint M/s KKS & Co., Practising Company Secretaries (Certificate of Practice No. 9760, Proprietor – Mr. Krishna Kumar Singh), as the Secretarial Auditor of the Company for the Financial Year 2026-27.

The Board considered the proposal and noted the satisfactory services rendered by the Secretarial Auditor during the previous tenure. After discussion, the Board agreed to the re-appointment.

Thereafter, the following resolution was passed unanimously:

"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 2026 to 31st March 2027.

RESOLVED FURTHER THAT the Board of Directors / CEO be and are hereby authorized severally to fix the remuneration payable to the said auditors."

ITEM NO. 1.18: TO CONSIDER AND APPROVE AMENDED POLICIES OF THE COMPANY

The Chairman informed the Board that the Company had undertaken a review of its existing policies with a view to aligning them with the applicable provisions of the Companies Act, 2013, SEBI Regulations and prevailing corporate governance practices. Accordingly, the amended versions of the following policies were placed before the Board for its consideration:

- Corporate Social Responsibility (CSR) Policy
- Prevention of Sexual Harassment (POSH) Policy

- Whistle Blower Policy

The Board reviewed the proposed amendments and deliberated upon the changes incorporated in the policies. During the discussions, the Board was of the view that the policies may be further reviewed in consultation with the senior management of the Company to ensure that all operational, regulatory and governance aspects are adequately covered.

After detailed discussions, the Board decided that any suggestions, comments or modifications proposed by the management shall be incorporated in the respective policies and the revised drafts shall be placed before the Board for its final consideration and approval at the next Board Meeting.

ITEM NO. 1.19: CONTINUATION OF EXECUTIVE BOARD COMMITTEE FOR F.Y. 2026-2027

The Chairman informed the Board that it was proposed to continue the Executive Board Committee for the Financial Year 2026-27 with the same constitution, powers, roles and responsibilities as approved by the Board earlier.

The Board noted that the Committee shall continue to oversee matters relating to banking, tenders, legal affairs, day-to-day operations, business matters and delegation of authorities. The Board further considered authorising the Committee to approve and execute any corrigendum, addendum, amendment, clarification or modification in documents and filings relating to the proposed preferential issue of Equity Shares and/or Fully Convertible Warrants, as may be required by regulatory authorities.

After discussion, the Board unanimously passed the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder and other applicable provisions, if any, the consent of the Board be and is hereby accorded for continuation of the Executive Board Committee for the Financial Year 2026-2027 with the same constitution, powers, roles, responsibilities and authorities as approved by the Board earlier.

RESOLVED FURTHER THAT the constitution of the Executive Board Committee shall be as under:

1. Mr. Deepak Pandey – Managing Director (Chairman of the Committee)
2. Mrs. Anju Pandey – Director
3. Mr. Astik Mani Tripathi – Director

RESOLVED FURTHER THAT the Committee shall continue to exercise the following powers and responsibilities:

1. To consider and approve all matters related to banking and matters incidental thereto;
2. To consider and approve all matters related to filing of tenders;
3. To consider and approve all legal matters;
4. To consider and approve day-to-day affairs of the Company; and
5. To consider and approve all other business-related matters as may be required from time to time.
6. To appoint authorised signatories, delegate signing powers, and undertake such other actions or grant such authorities as may be considered necessary for the efficient functioning and effective completion of work.

RESOLVED FURTHER THAT in connection with the proposed preferential issue of Equity Shares and/or Fully Convertible Warrants of the Company, the Executive Board Committee be and is hereby authorised to approve and execute any corrigendum, addendum, amendment, modification, clarification or revision in the notice, explanatory statement, offer documents, applications, disclosures, filings and other related documents, as may be required by any regulatory authority, Stock Exchange(s), SEBI, Registrar of Companies, Depositories or any other authority, and to do all such acts, deeds and things as may be necessary for the smooth processing, filing and completion of the preferential issue and matters incidental thereto.

RESOLVED FURTHER THAT the members of the Committee shall not be entitled to any sitting fees for attending the meetings of the Committee.

RESOLVED FURTHER THAT all resolutions passed by the Committee shall be approved unanimously by the members present and the same shall be placed before the Board in the ensuing Board Meeting for noting.

RESOLVED FURTHER THAT Mr. Deepak Pandey, Managing Director of the Company, be and is hereby authorised to amend the composition, roles and responsibilities of the Committee.

ITEM NO. 1.20: TO APPROVE BORROWING OF MONIES, INVESTMENT OF FUNDS AND GRANT OF LOANS / GUARANTEE / SECURITY UNDER SECTION 179(3)(d), (e) & (f) OF THE COMPANIES ACT, 2013

The Chairman informed the Board that, in order to facilitate the financial and operational requirements of the Company, it was proposed to authorize the Company to borrow monies, invest surplus funds and grant loans, guarantees or securities in accordance with the provisions of Section 179(3)(d), (e) and (f) of the Companies Act, 2013.

The Board discussed the matter and was of the view that such authorization would enable the Company to effectively manage its financial resources and business requirements from time to time.

Thereafter, the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to the provisions of Section 179(3)(d), (e) and (f) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, consent of the Board of Directors of the Company be and is hereby accorded:

1. to borrow monies from time to time from banks, financial institutions, body corporates or any other persons, as may be considered necessary for the business purposes of the Company, upon such terms and conditions as may be mutually agreed;
2. to invest the surplus funds of the Company in shares, securities, mutual funds, fixed deposits, inter-corporate deposits or any other permissible instruments, in such manner and on such terms as may be approved by the Board or authorized officer(s);
3. to grant loans, give guarantees and/or provide securities on behalf of any person or body corporate, in connection with loans or financial assistance availed by them, on such terms and conditions as may be deemed fit and in the interest of the Company.

RESOLVED FURTHER THAT all directors, be and is hereby authorized to negotiate, finalize and execute all agreements, deeds, documents, applications and writings and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution.

RESOLVED THAT pursuant to the provisions of Section 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, consent of the Board of Directors be and is hereby accorded to delegate the powers relating to borrowing of monies, investment of funds of the Company and granting of loans, guarantees and/or securities to the Executive Board Committee of the Company, subject to the limits and conditions as mentioned below:

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

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to such authorities, banks, financial institutions or other persons as may be required.

ITEM NO. 1.21: TO APPROVE THE BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR: 2026-2027.

The Chairman informed the Board that, considering the business and funding requirements of the Company, it was proposed to approve the borrowing limits of the Company under *Section 180(1)(c) of the Companies Act, 2013 for the Financial Year 2026-27.*

The Board discussed the matter and, after due deliberations, passed the following resolution unanimously:

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

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

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

ITEM NO. 1.22: CREATION OF CHARGES, MORTGAGES AND HYPOTHECATION UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR: 2026-2027

The Chairman informed the Board that in order to secure the borrowings of the Company, it was proposed to obtain the approval of the Members under Section 180(1)(a) of the Companies Act, 2013 for creation of charges, mortgages and hypothecation on the assets and properties of the Company.

The Board discussed the matter and, after due deliberations, passed the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, consent of the Board be and is hereby accorded, subject to approval of the Members of the Company, to authorize the Board of Directors, to create such charges, mortgages and hypothecation, in addition to those already created, on all or any of the movable and/or immovable properties and assets of the Company, both present and future, and/or on the whole or any part of the undertaking(s) of the Company, in such manner as the Board may deem fit, in favour of lenders, agents, trustees or any other persons, to secure the borrowings of the Company, provided that the aggregate amount of such borrowings secured shall not at any time exceed INR 750 Crores (Indian Rupees Seven Fifty Crores Only) for the Financial Year: 2026-27.

RESOLVED FURTHER THAT the Board hereby recommends the above proposal to the Members of the Company for their approval by way of a Special Resolution in the ensuing general meeting.

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

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

ITEM NO. 1.23: TO APPROVE GRANT OF LOAN / PROVIDING GUARANTEE / SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The Chairman informed the Board that, in order to support the business requirements of the group entities, it was proposed to grant loans, provide guarantees and/or securities in connection with loans availed or proposed to be availed by such entities, in compliance with the provisions of Section 185 of the Companies Act, 2013.

The details of the proposed transactions were placed before the Board for its consideration. The Board discussed the matter and was satisfied that the proposed transactions were in the interest of the Company and in compliance with the applicable provisions of law.

Thereafter, the following resolution was passed unanimously:

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

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

10	GPES Solar 10 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	200	Anju Pandey
11	GPES Solar 9 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	20	Anju Pandey
12	GPES Solar 1 Private Limited	Wholly-owned Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Deepak Pandey & Astik Mani Tripathi
13	GPES Solar 8 Private Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Anju Pandey
14	GPES Solar 7 Private Limited	Subsidiary	Working capital & projects	Loan / Guarantee / Security	50	Anju Pandey

RESOLVED FURTHER THAT the aforesaid transaction shall be carried out only after ensuring compliance with the conditions prescribed under Section 185 of the Companies Act, 2013, including obtaining approval of members by way of Special Resolution, wherever applicable.

RESOLVED FURTHER THAT all directors, be and is hereby authorized to finalize the terms and conditions of the transaction, execute all agreements, documents, writings and papers and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to any authority, person, bank, financial institution or other party as may be required.

ITEM NO. 1.24: TO APPROVE MATERIAL RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

The Chairman informed the Board that the Company proposed to enter into certain transactions with related parties in the ordinary course of business and/or on an arm's length basis. The details of the proposed transactions were placed before the Board for its consideration.

The Board reviewed the particulars of the proposed transactions and noted that the same were in compliance with the provisions of Section 188 of the Companies Act, 2013 and other applicable laws.

After discussion, the Board unanimously passed the following resolution:

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

S. No.	Name of Related Party	Relationship with Company/ Director/ KMP	Nature of Transaction	Materiality Threshold (In Crores)	Tenure/ Duration of Transaction
1	Invergy India Private Limited	WOS	Purchase of Material	267.14	On-going
2	Invergy India Private Limited	WOS	Purchase of Services	5.05	On-going
3	Invergy India Private Limited	WOS	Sale of Material	284.4952	On-going
4	AN3 techno Power Limited	Subsidiary	sale, purchase or supply of any goods or materials	100	1 year
5	AN3 techno Power Limited	Subsidiary	leasing of property of any kind	1	1 year
6	AN3 techno Power Limited	Subsidiary	availing or rendering of any services	5	1 year
7	GPES Green Projects Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	1000	1 year
8	GPES Green Projects Private Limited	Subsidiary	leasing of property of any kind	1	1 year
9	GPES Green Projects Private Limited	Subsidiary	availing or rendering of any services	100	1 year
10	Digital Khidki Branding Pvt Ltd	Common Director	sale, purchase or supply of any goods or materials	10	1 year
11	Digital Khidki Branding Pvt Ltd	Common Director	availing or rendering of any services	5	1 year
12	GPES Solar 6 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	100	1 year
13	GPES Solar 6 Private Limited	Subsidiary	availing or rendering of any services	10	1 year
14	GPES Solar 8 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	50	1 year
15	GPES Solar 8 Private Limited	Subsidiary	availing or rendering of any services	10	1 year

16	GPES Solar 7 Private Limited	Subsidiary	sale, purchase or supply of any goods or materials	50	1 year
17	GPES Solar 7 Private Limited	Subsidiary	availing or rendering of any services	10	1 year

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

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

ITEM NO. 1.25: TO CONSIDER AND APPROVE MANAGERIAL REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013

The Chairman informed the Board that considering the increased responsibilities, contribution towards the growth of the Company and overall business performance, it was proposed to revise the remuneration payable to Mrs. Anju Pandey, Whole-Time Director of the Company.

The Board discussed the matter in detail and, after considering the recommendations of the Nomination and Remuneration Committee and the provisions of Section 197, Section 198 and other applicable provisions of the Companies Act, 2013, approved the revision in remuneration payable to Mrs. Anju Pandey.

The Board discussed the same and took note.

ITEM NO. 1.26: EARMARKING OF CSR BUDGET FOR THE FY 2026-27

The Chairman informed the Board that the CSR Committee had recommended the CSR Budget for the Financial Year 2026-27 in accordance with the provisions of Section 135 of the Companies Act, 2013.

The Board considered the recommendation and, after discussion, passed the following resolution unanimously:

"**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 2026-27 be and is hereby fixed as Rs. 4147160/- 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.

ITEM NO. 1.27: TO TAKE NOTE OF PRE-CLEARANCE APPLICATION RECEIVED DURING TRADING WINDOW CLOSURE

The Chairman informed the Board that the Company had received a pre-clearance application from Mr. Deepak Pandey and Mrs. Anju Pandey, Designated Persons of the Company, seeking approval for creation of pledge on equity shares held by them during the period of trading window closure, in accordance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
The Board further noted that the Company had subsequently received a communication from Mrs. Anju Pandey stating that she had not executed the proposed transaction for which pre-clearance was sought.

The Board took note that the proposed transaction did not involve any violation of the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Company's Code of Conduct and noted the approval granted for the same, subject to compliance with applicable laws and disclosure requirements.

The Board took note of the same.

ITEM NO. 1.28: TO TAKE NOTE OF THE LISTING COMPLIANCES AND INTEGRATED FILINGS UNDER VARIOUS SEBI REGULATIONS FOR THE QUARTER ENDED MARCH 31, 2026

The Chairman informed the Board that all applicable listing compliances and integrated filings required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Depositories and Participants) Regulations, 2018 and SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended March 31, 2026 had been duly complied with and submitted to the Stock Exchanges within the prescribed timelines.

The Board was further informed that, pursuant to Regulation 13(3) of the SEBI (LODR) Regulations, 2015, the statement of investor complaints for the quarter ended March 31, 2026 had been submitted to the Stock Exchanges. The Company had not received any investor complaints during the quarter and there were no pending or unresolved complaints during the period.

The Board noted that there were no deviations or delays in any of the filings made with the Stock Exchanges during the quarter under review.

The Board took note of the same.

ITEM NO. 1.29: TO TAKE NOTE OF THE RESOLUTIONS PASSED BY THE EXECUTIVE BOARD COMMITTEE

The Chairman informed the Board that the Executive Board Committee had passed various resolutions pursuant to the powers delegated to it by the Board from time to time. The minutes of the resolutions passed by the Committee was placed before the Board and enclosed as Annexure to the agenda.

The Board reviewed the resolutions passed by the Executive Board Committee and noted that the same were within the powers delegated by the Board and had been passed in the interest of the Company.

The Board took note of the resolutions passed by the Executive Board Committee as placed before the meeting.

ITEM NO. 1.30: TO TAKE NOTE OF THE COMPLIANCE STATUS OF THE COMPANY

The Chairman informed the Board that the Company is in compliance with all applicable provisions of the Companies Act, 2013, SEBI Regulations and other applicable laws as on date.
The Board reviewed the compliance status report placed before the meeting and noted that there were no material instances of non-compliance requiring its attention.
The Board took note of the same.

ITEM NO. 1.31: TO AUTHORISE PERSONS FROM VARIOUS DEPARTMENTS

The Chairman informed the Board that to ensure smooth day-to-day operations and timely execution of business activities, it was proposed to authorise the senior-most personnel of each department to sign, execute and submit documents pertaining to their respective functions on behalf of the Company.

The Board discussed the matter and was of the view that such authorisation would facilitate efficient administration and operational effectiveness while ensuring proper accountability within the respective departments.

Thereafter, the following resolution was passed unanimously:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, the senior-most employee/officer heading each department of the Company be and is hereby authorized to sign, execute, certify, submit and correspond in relation to documents, applications, declarations, agreements, letters, forms, returns, representations and other records pertaining to the affairs of their respective departments on behalf of the Company, subject to the overall supervision and control of the Managing Director.

RESOLVED FURTHER THAT such authorized personnel shall exercise the aforesaid powers only in respect of matters falling within their departmental responsibilities and in accordance with the policies and procedures of the Company.

RESOLVED FURTHER THAT Mr. Deepak Pandey, Managing Director, be and is hereby authorized to identify the senior-most personnel of each department and to modify, withdraw or delegate such authorities from time to time as may be considered necessary in the interest of the Company.

ITEM NO. 1.32: TO DISCUSS THE ANNUAL OPERATIONAL PLAN FOR THE UPCOMING FINANCIAL YEAR

The Chairman apprised the Board of the operational performance of the Company during the Financial Year 2025-26 and invited the Directors to deliberate on the business strategy, growth opportunities, operational priorities and key objectives for the Financial Year 2026-27.

The Board discussed various aspects of the Company's operations, including business expansion, revenue growth, working capital management, operational efficiency, risk management and strategic initiatives for the ensuing financial year.

After detailed deliberations, the Board provided its guidance and recommendations for the Annual Operational Plan for the Financial Year 2026-27 and advised the management to implement the same and periodically report the progress to the Board.

The Board took note of the same.

ITEM NO. 1.33: OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRPERSON.

01:TO FIX DATE TIME AND VENUE OF THE EXTRA- ORDINARY GENERAL MEETING AND TO APPROVE THE DRAFT NOTICE CONVENING THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

The Chairman informed the Board that it was necessary to convene an Extraordinary General Meeting (EGM) of the Members of the Company to seek shareholders' approval for certain business matters requiring approval under the Companies Act, 2013 and other applicable laws.

The Board discussed the matter and decided to convene the Extraordinary General Meeting on **June 20, 2026, at 02:30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**. The draft Notice convening the EGM, as placed before the meeting, was reviewed and considered by the Board.

After due deliberations, the Board unanimously passed the following resolution:

"RESOLVED THAT an Extraordinary General Meeting of the Members of the Company be convened on **June 20, 2026, at 02:30 P.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** to transact the business as set out in the draft Notice placed before the meeting.

RESOLVED FURTHER THAT the draft Notice convening the Extraordinary General Meeting, as placed before the Board, be and is hereby approved and the same be issued to the Members of the Company in accordance with the provisions of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director and/or the Company Secretary be and is hereby authorised to sign and issue the said Notice on behalf of the Company and to do all such acts, deeds and things as may be necessary for convening the EGM and giving effect to this resolution, including filing necessary forms and intimations with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities, wherever required."

The resolution was passed unanimously.

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

The Chairman informed the Board that, in order to comply with the provisions of the Companies Act, 2013, the Secretarial Standards, and other applicable laws, it is necessary to appoint a Scrutinizer to conduct the remote e-voting process and voting at the upcoming Extra-Ordinary General Meeting of the Company in a fair and transparent manner.

The Chairman proposed the appointment of **M/s. NSP & Associates, Company Secretaries, represented by Mr. Naveen Shree Pandey (FCS–9028, COP–10937)**, as the Scrutinizer for the said purpose. The consent of the proposed Scrutinizer was placed before the Board and taken on record.

After discussions, the Board unanimously passed the following resolutions:

"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 upcoming Extra-Ordinary General Meeting of the Company, in a fair and transparent manner.

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."

03:TO APPOINT CDSL AS VC FACILITY PROVIDER

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws, the Board of Directors hereby approves the appointment of Central Depository Services (India) Limited (CDSL) as the Video Conferencing (VC) facility provider for conducting the upcoming Extra Ordinary General Meeting of the Company through electronic mode.

RESOLVED FURTHER THAT all directors, be and is hereby authorized to finalize the terms and conditions with CDSL, execute all necessary documents, and do all such acts, deeds, and things as may be required to give effect to this resolution."

VOTE OF THANKS
There being no further business to transact, the meeting concluded at 04:00 PM with a vote of thanks extended by Mr. Deepak Pandey, Director of the Company.

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

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