

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF GP ECO SOLUTIONS INDIA LIMITED WILL BE HELD ON MONDAY, 10th FEBRUARY, 2025 AT 02:30 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIOVISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESS:

ITEM NO. 01. APPOINTMENT OF MR. KULJIT SINGH POPLI (DIN: 01976135) AS A NON-EXECUTIVE DIRECTOR (NON – INDEPENDENT)

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), **Mr. Kuljit Singh Popli (DIN: 01976135)**, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2024, be and is hereby appointed as a Director (Non- Executive Director) of the Company, for a first term of consecutive three years up to November 12, 2027 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

ITEM NO. 02. APPOINTMENT OF MR. AKHILESH KUMAR JAIN (DIN: 03466588) AS A NON-EXECUTIVE DIRECTOR (NON – INDEPENDENT)

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment

thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), **Mr. Akhilesh Kumar Jain (DIN: 03466588)**, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from November 12, 2024, be and is hereby appointed as a Director (Non- Executive Director) of the Company, for a first term of consecutive three years up to November 12, 2027 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

ITEM NO. 03. APPOINTMENT OF MR. UPENDRA NATH TRIPATHI (DIN: 10819288) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Upendra Nath Tripathi (DIN: 10819288)**, who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from November 12, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of three consecutive years i.e., from November 12, 2024 till November 12, 2027 and not liable to retire by rotation.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

ITEM NO. 04. APPOINTMENT OF MR. MANISH GROVER (DIN: 10862270) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Manish Grover (DIN: 10862270)**, who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from January 16, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non-Executive category) of the Company, to hold office for a term of three consecutive years i.e., from January 16, 2025 till January 16, 2028 and not liable to retire by rotation.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

ITEM NO. 05. APPROVAL FOR INCREASE IN OVERALL BORROWING POWER LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Audit Committee and approval of the Board of Directors and in supersession of all the earlier resolutions, the consent of the members of the Company be and are hereby accorded to increase the borrowing powers of the Company up to a limit not exceeding ₹1,000 crore (Rupees One Thousand Crore only).

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby authorized to file the necessary forms with the Registrar of Companies and to

undertake all acts, deeds, matters, and things as may be necessary to implement the above resolution.”

ITEM NO. 06. POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and are hereby accorded to:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

upto a maximum aggregate amount of Rs.300 crores, in one or more tranches, and on such other terms and conditions as may be agreed, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid-up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT any director of the company be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

ITEM NO. 07. TO CONSIDER AND APPROVE THE INCREASE IN MANAGERIAL REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval the Board of Directors, the consent of the members of the Company be and are hereby accorded to increase

managerial remuneration from 11% to 25% of the net profits of the Company calculated as per Section 198 of the Act with effect from April 1st 2024.

RESOLVED FURTHER THAT the remuneration payable to specific categories of directors be revised as follows:

1. **For Managing Director/Whole-Time Director/Manager:**
From 5% to 15% of the net profits of the Company for any one such individual.
2. **For Other Directors (Non-Executive/Independent Directors):**
From 1% to 5% of the net profits of the Company.

RESOLVED FURTHER THAT any director be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company.”

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

Tanushree
Company Secretary & Compliance Officer

Date: January 17th, 2025
Place: Noida

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”), setting out all material facts relating to the Special Business as set out in this Notice is appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Pursuant to the recent MCA Circular dated September 25, 2023, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/167 dated October 7, 2023 and other notifications in force and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], The proceedings of the Extra-ordinary General Meeting will be deemed to be conducted at the Corporate Office of the Company at 2117, 21st Floor, Golden Tower, Wave One, Sector-18, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301, which shall be deemed venue of the Extra-Ordinary General Meeting.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. The instrument appointing a proxy to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
4. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
5. Members/Proxies are requested to submit their attendance slips duly filled in along with their copy of this notice for attending the Meeting.
6. Corporate members intending to attend the Extra-ordinary General Meeting through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting. The said Resolution/Authorization shall be sent to the company by email through its registered email address to cs@gpecosolutions.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. The remote e-voting period commences on **Friday, February 07, 2025 (09:00 A.M.)** and ends on **Sunday, February 09, 2025 (05:00 P.M.)**. No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, February 03, 2025** may cast their vote by remote e-voting.
8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **Bigshare Services Private Limited**, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East)

Mumbai - 400093, India, Ph: - 8069219060; Fax: - 022-62638200 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with PIN Code number. In case shares are in demat form, members are requested to update their bank detail with their depository participant.

9. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
10. Any member requiring further information on the Resolutions to be passed at the meeting are requested to send the queries in writing at least one week before the meeting.
11. All documents referred to in the Notice and other relevant papers shall be available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11:00 A.M to 1:00 P.M except Saturday, Sunday and Public Holidays.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrar and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
13. The Board of Directors of the Company, at its meeting held on **January 16, 2025**, appointed **CS Nakul Pratap Singh** (Company Secretary in Practice), who in the opinion of the Board is a duly qualified person, as the **Scrutinizer** who will scrutinize the voting process fairly and transparently. Nakul Pratap Singh (**Ph. No. 9953709250, email- secretarial.skcs@gmail.com**) has communicated his willingness to be appointed and will be available for same purpose. The Scrutinizer shall submit his report of the votes cast in favor or against, if any, to the Chairman of the Company or such other person as may be authorized.
14. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
15. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to attend and vote during the Extra-Ordinary General Meeting.
16. Pursuant to the applicable Circulars issued by the MCA and SEBI, the Notice of the Extra-Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent only by E-mail, to all the Members whose E-mail IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued

by MCA and SEBI Circular, the Notice of the EGM of the Company will also be available on the website of the Company at www.gpecosolutions.com/ The same can also be accessed from the website of the Stock Exchange i.e. at The NSE Limited at www.nseindia.com/ and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

17. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices and Circulars etc. from the Company electronically.
18. Members are requested to quote the ledger folio/ DP ID and Client ID in all communication with the Company.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone /mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.: to the Registrar & Share Transfer Agent of the Company, **Bigshare Services Private Limited**, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Ph: - 8069219060; Fax: - 022-62638200
For shares held in electronic form: to their Depository Participants (DPs).
20. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
21. Procedure for registration as speakers / seek clarification:
 - (a) Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the Extra-Ordinary General Meeting. The Company / the Chairman of the Meeting reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the Extra-Ordinary General Meeting.
 - (b) Members seeking any information with regard to the resolution as placed at the Extra-Ordinary General Meeting and relevant documents referred to in the accompanying Notice and in the Explanatory Statements, are requested to write to the Company through email on cs@gpecosolutions.com at least seven working days prior to the Extra-Ordinary General Meeting, so that the required information can be made available during the Extra-Ordinary General Meeting.

22. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories / RTA. The Company shall send a physical copy of the Notice to those Members who specifically request for the same at cs@gpecosolutions.com mentioning their name, PAN, Folio No./ DP ID and Client ID. Members may note that the Notice will also be available on the website of the Company viz., www.gpecosolutions.com and on the websites of the Stock Exchange at www.nseindia.com. The Notice will also be available on the website of CDSL at www.evongindia.com.

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

**Tanushree
Company Secretary & Compliance Officer**

**Date: January 17, 2025
Place: Noida**

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

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

ITEM NO. 01.

Appointment of Mr. Kuljit Singh Popli (DIN: 01976135) as a Non-Executive Director (Non-Independent)

Mr. Kuljit Singh Popli, holding Director Identification No. 01976135, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee under the category of Non-Executive, Non-Independent Director with effect from November 12, 2024, pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), the provisions of the Articles of Association of the Company.

Further, Mr. Kuljit Singh Popli has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as a non-executive non-independent director of the Company

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Name of the Director	Mr. Kuljit Singh Popli (DIN: 01976135)
Date of Birth & Age	16/06/1960 (64 years)
Date of Appointment	November 12, 2024
Qualifications	B.E. - Electrical Engineering, IIT Roorkee M.E. - Electrical Engineering, IIT Roorkee Masters’ degree in Business Administration from IGNOU

Nature of expertise in specific functional areas	Mr. Kuljit Singh Popli have served in power and renewable sector for 37 years and he served at the Indian Renewable Energy Development Agency as its Chairman and Managing Director, Power Finance Corporation Limited as its Deputy Manager, and at National Hydroelectric Power Corporation Limited as its Deputy Manager.
Disclosure of relationships with other Directors and KMPs	There exists no relationship with other Directors and Key Managerial Personnel inter-se
Directorship held in other listed entities and the membership of Committees of the Board	Directorship held in other listed entities: Gensol Engineering Limited (w.e.f. June 10 2024) RMC Switchgears Limited (w.e.f. July 15 2024) Insolation Energy Limited (w.e.f. December 15 2021) Committee memberships: Nil
Listed entities from which resigned in the past three years	Nil
No. of Equity Shares held in GP Eco Solutions India Limited	Nil

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

The Board considers it desirable to appoint Mr. Kuljit Singh Popli as Independent Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 02.

Appointment of Mr. Akhilesh Kumar Jain (Din: 03466588) as a Non-Executive Director (Non-Independent)

Mr. Akhilesh Kumar Jain, holding Director Identification No. 03466588, who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee under the category of Non-Executive, Non-Independent Director with effect from November 12, 2024, pursuant to the provisions of Section 152, 161(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including

any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), the provisions of the Articles of Association of the Company.

Further, Mr. Akhilesh Kumar Jain has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as a non-executive non-independent director of the Company.

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Name of the Director	Mr. Akhilesh Kumar Jain (DIN: 03466588)
Date of Birth & Age	15/03/1960 (64 years)
Date of Appointment	November 12, 2024
Qualifications	B.E. - Electrical Engineering, IIT Roorkee M.E. - Electrical Engineering, IIT Roorkee Masters’ degree in Business Administration from IGNOU
Nature of expertise in specific functional areas	Mr. Akhilesh Kumar Jain has served as a Managing Director at Rajasthan Electronics & instruments Limited - a Mini-Ratna PSU of Govt. of India.
Disclosure of relationships with other Directors and KMPs	There exists no relationship with other Directors and Key Managerial Personnel inter-se
Directorship held in other listed entities and the membership of Committees of the Board	Directorship held in other listed entities: RMC Switchgears Limited (w.e.f. July 15 2024) Insolation Energy Limited (w.e.f. January 18 2022)
Listed entities from which resigned in the past three years	Nil
No. of Equity Shares held in GP Eco Solutions India Limited	Nil

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.02 of the Notice.

The Board considers it desirable to appoint Mr. Akhilesh Kumar Jain as Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 03.

Appointment of Mr. Upendra Nath Tripathi (DIN: 10819288) as an Independent Director of the company

Mr. Upendra Nath Tripathi, holding Director Identification No. **10819288**, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, was appointed as an Additional Director of the Company, under the category of Independent Director with effect from November 12, 2024, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company.

Further, **Mr. Upendra Nath Tripathi** has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company.

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Name of the Director	Mr. Upendra Nath Tripathi (DIN: 01976135)
Date of Birth & Age	10/10/1962 (62 years)
Date of Appointment	November 12, 2024
Qualifications	B.E. - Electrical Engineering, IIT Roorkee M.E. - Electrical Engineering, IIT Roorkee Masters' degree in Business Administration from IGNOU
Nature of expertise in specific functional areas	Mr. Upendra Nath Tripathi is a Retired Deputy General Manager at SIDBI, Mumbai, an apex financial institution with over 32 years of extensive experience in banking and financial services
Disclosure of relationships with	There exists no relationship with other Directors and Key Managerial Personnel inter-se

other Directors and KMPs	
Directorship held in other listed entities and the membership of Committees of the Board	Directorship held in other listed entities: Nil Committee memberships: Nil
Listed entities from which resigned in the past three years	Nil
No. of Equity Shares held in GP Eco Solutions India Limited	Nil

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 03 of the Notice.

The Board considers it desirable to appoint Mr. Upendra Nath Tripathi as Independent Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 04.

Appointment of MR. MANISH GROVER (DIN: 10862270) as an Independent Director of the company

Mr. Manish Grover, holding Director Identification No. 10862270, on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company was appointed as an Additional Director of the Company, under the category of Independent Director with effect from January 16, 2025, pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and.

Further, **Mr. Manish Grover** has confirmed that he is not disqualified to act as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given his expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail his services as an Independent Director of the Company

Details of Director seeking reappointment at the Extra Ordinary General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2)

Name of the Director	Mr. Manish Grover (DIN: 10862270)
Date of Birth & Age	01/09/1964 (60 years)
Date of Appointment	January 16, 2025
Qualifications	Post-Graduate Diploma in Business Management (Marketing & Finance) from IMT Ghaziabad (1985-87). B.Sc (Hons) Botany, Hindu College, Delhi University (1982-85).
Nature of expertise in specific functional areas	With over 36 years of expertise in the oil and gas sector, Mr. Manish Grover has been a visionary leader at Indian Oil Corporation Limited (IOCL). He has spearheaded transformative initiatives such as the i-DRIVE digital transformation program , the record-setting PAHAL DBTL scheme , and the impactful Pradhan Mantri Ujjwala Yojana (PMUY) .
Disclosure of relationships with other Directors and KMPs	There exists no relationship with other Directors and Key Managerial Personnel inter-se
Directorship held in other listed entities and the membership of Committees of the Board	Directorship held in other listed entities: Nil Committee memberships: Nil
Listed entities from which resigned in the past three years	Nil
No. of Equity Shares held in NMDC Limited	Nil

None of the Directors/Key Managerial personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 04 of the Notice.

The Board considers it desirable to appoint Mr. Manish Grover as Independent Director and recommend this Resolution for approval of the shareholders.

ITEM NO. 05. APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

The shareholders of the Company in the general meeting held on November 27, 2023 has approved a maximum limit of INR 300 crores to borrow over and above the aggregate of paid-up share capital of the Company, its free reserve (that is to say reserves not set apart for any specific purpose) and Securities premium and that the Board has empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit .

The Board of Directors at their meeting held on November 12, 2024 has given their approval and recommended the same to shareholders to increase the existing limit from Rs. 300 Crores to Rs. 1,000 Crores as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 05 of the Notice.

The Board recommends the resolution set forth in Item No. 05 for the approval of the Members.

ITEM NO. 06. POWER TO GIVE LOANS OR INVEST FUNDS OF THE COMPANY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Company intends to invest in growth-oriented body corporates to enhance market presence, diversify revenue streams, and leverage emerging opportunities.

The limit upto which the Company can grant loan to other body corporate or invest in securities of other body corporate, as per Section 186 of the Companies Act, 2013 is as follows:

60% of paid up capital, free reserves and securities premium account as on 31.03.2024	12.86 crore
100% of free reserves and securities premium as on 31.03.2024	13.01 crore
Higher of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves	13.01 crore

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto Rs.300 crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.6 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 in the notice.

Your directors recommend the resolution as at Item No. 6 for your approval.

ITEM NO. 07. TO CONSIDER AND APPROVE THE INCREASE IN MANAGERIAL REMUNERATION

The members are informed that the existing remuneration payable to the Company's managerial personnel is limited to 11% of the net profits of the Company, as per the provisions of Section 197 and 198 of the Companies Act, 2013.

In recognition of the increasing responsibilities and significant contributions of the managerial personnel toward the growth and performance of the Company, the Nomination and Remuneration Committee has recommended, and the Board of Directors, at their meeting held on **November 12, 2024**, has approved, an increase in the overall managerial remuneration from **11% to 25% of the net profits of the Company**, calculated as per Section 198 of the Act, with effect from **April 1, 2024**.

Additionally, it is proposed to revise the remuneration payable to specific categories of directors as follows:

- 1.For Managing Director/Whole-Time Director/Manager:** Increase from **5% to 15%** of the net profits of the Company for any one such individual.
- 2.For Other Directors (Non-Executive/Independent Directors):** Increase from **1% to 5%** of the net profits of the Company.

The proposed increase aligns with the provisions of Section 197 and 198 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ensuring that the remuneration structure remains competitive and motivates the leadership team to drive sustainable business growth and shareholder value creation.

Approval of the members is sought through this Special Resolution to comply with statutory requirements and to implement the proposed increase in managerial remuneration.

None of the Directors, Key Managerial Personnel, or their relatives, except those eligible for the revised remuneration, are interested in the resolution to the extent of their entitlement.

The Board recommends passing the resolution as set out in **Item No. 07** as a **Special Resolution**.

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

**Tanushree
Company Secretary & Compliance Officer**

**Date: January 17, 2025
Place: Noida**

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e- voting.

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

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individualshareholders holding shares in demat mode.

Step 2 : [Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.](#)

- (i) The voting period begins on **February 07, 2025** at **09:00 A.M.** and ends on **February 09, 2025** at **05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **February 03, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e- voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individualshareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated** December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Votingpage without any further authentication. The users to login to Easi / Easiest arerequested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched , click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website be for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use thesequence number sent by Company/RTA or contact Company/RTA.
Dividend BankDetails OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote

on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; _____ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak **during the AGM** but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express

their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e- Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.