



To,  
**The Board of Directors**  
**GP Eco Solutions India Limited**  
**CIN: U31908UP2010PLC041528**  
B-39, Sector-59, Noida, Gautam Buddha Nagar,  
Noida, Uttar Pradesh - 201301, India.

**Subject: Proposed Preferential Issue of Equity Shares to the persons/entities belonging to "Public" Category, and Fully Convertible Warrants to the persons/entities belonging to the "Promoter" Category, by GP Eco Solutions India Limited ('the Company'), in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations").**

Dear Sir / Madam,

In connection with the proposed preferential issue of **up to 1,20,000 (One Lakh Twenty Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each to persons/entities belonging to the 'Public' Category, and **up to 1,20,000 (One Lakh Twenty Thousand) fully convertible warrants ('Warrants')**, each carrying a right exercisable by the warrant holder to subscribe to Equity share of the face value of Rs. 10 each, to the persons/entities belonging to the "Promoter" category, at an **issue price of Rs. 348/- (Rupees Three Hundred Forty-Eight Only)**, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations **for an aggregate amount of up to Rs. 4,17,60,000/- (Rupees Four Crore Seventeen Lakh Sixty Thousand Only), and up to Rs. 4,17,60,000/- (Rupees Four Crore Seventeen Lakh Sixty Thousand Only) respectively**, by the Company, as approved by the Board of Directors of the Company in their meeting held on Monday, May 12, 2025, subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India ('SEBI'), National Stock Exchange of India Limited ('NSE') and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

For NSP & Associates

Practicing Company Secretary

For NSP & ASSOCIATES  
(Practising Company Secretary)

  
Naveen Shree Pandey  
FCS-9028, COP-10937

**Naveen Shree Pandey**  
**Mem. No.: FCS-9028**  
**UDIN: F009028G000331471**  
**Peer Review No.: 1797/2022**

**Date: 13<sup>th</sup> May, 2025**

**Place: Noida**