



NPS & ASSOCIATES
Company Secretaries
(Peer Reviewed Firm)

P2/26, 4th Floor, Block P, Sector 75,
BPTP Parklands, Faridabad, Haryana - 121003
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Scrutinizer's Report

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
GP Eco Solutions India Limited
CIN: U31908UP2010PLC041528
Registered Office: B-39, Sector-59, Noida,
Gautam Buddha Nagar, Uttar Pradesh - 201301

SUB: Scrutinizer's Report on remote e-voting in respect of passing of the resolutions contained in the notice dated May 14, 2025 through Extra Ordinary General Meeting

Dear Sir(s),

I, Nakul Pratap Singh, Company Secretary in Practice, was appointed as Scrutinizer by the Board of Directors of GP Eco Solutions India Limited ("the Company") for the purpose of scrutinizing the process of remote e -voting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the said notice of the Extra Ordinary General Meeting.

Your Company had provided a facility to the shareholders to exercise their votes on the resolution(s), as set out in the Notice dated May 14, 2025 by way of remote e-voting pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended till date read with Regulation 44 of the SEBI (LODR) Regulations, 2015 and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020s, 22/2020 dated 5 May, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and other applicable laws and regulations.

The Notice dated May 14, 2025 along with statement setting out material facts under Section 102 of the Act in respect of the resolutions mentioned therein, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were available with the Company as on May 30, 2025 ("cut-off date").



The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to remote e-voting through electronic means on the resolutions proposed in the said notice.

My responsibility as scrutinizer is to ensure that the voting process through electronic means is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast 'in favour' or 'against' if any, to the Chairman or his authorized representative, on the resolutions based on the votes cast and reports generated from the electronic voting system, provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide facility of remote e-voting to the shareholders of the Company.

In this regard, I confirm that-

1. the shareholders of the Company holding shares on the "cut-off date" i.e. Friday, May 30, 2025, were entitled to vote on the resolution(s) proposed as set out in the notice;
2. the Company had engaged Central Depository Services (India) Limited (CDSL) as the Agency for remote e-voting; and
3. remote e-voting period remained open from Tuesday, June 03, 2025 at 09:00 A.M. (IST) and will end on Thursday, June 05, 2025 at 05:00 P.M. (IST).
4. After the closure of Extra Ordinary General Meeting on Friday, June 06, 2025 at 12:53 P.M., I have unblocked the electronic votes for e-voting process in the presence of two witnesses who are not in the employment of the Company at 02:15 PM. Thereafter, the details containing, inter-alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that was put to vote through Extra Ordinary General Meeting were generated from the e-voting website of CDSL and consolidated with physical votes received.
5. I, have relied on the information provided by BigShare Services Private Limited the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Shareholders.
6. Thereafter, the details containing, inter alia, the information about shareholders voting 'For' and 'Against' the resolutions that were put to vote, were generated from the e-voting portal of CDSL and based on such reports generated, data regarding the e-voting was diligently scrutinized.
7. The result of the e-voting on resolutions set out in the Notice are as under:

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SPECIAL BUSINESS:

Resolution No. 1: Ordinary Resolution

APPOINTMENT OF MR. PAVITRA KHANDELVWAL (DIN: 08764693) AS A NON-EXECUTIVE DIRECTOR (NON - INDEPENDENT)

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

Resolution No. 2: Special Resolution

ISSUANCE OF 1,20,000 EQUITY SHARES TO THE PERSONS/ENTITIES BELONGING TO THE "PUBLIC" CATEGORY ON PREFERENTIAL BASIS

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

Resolution No. 3: Special Resolution

ISSUANCE OF UP TO 1,20,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS/ENTITIES BELONGING TO THE "PROMOTER" CATEGORY ON A PREFERENTIAL BASIS

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	25	2,68,200	18,600	2,86,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	6	72,84,000	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%



Resolution No. 4: Special Resolution

TO INCREASE THE AUTHORISED CAPITAL OF THE COMPANY TO 25 CRORE

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

Resolution No. 5: Special Resolution

TO APPROVE ALTERATION IN MEMORANDUM OF ASSOCIATION

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

Resolution No. 6: Special Resolution

TO APPROVE THE RELATED PARTY TRANSACTIONS AND RATIFY THE TRANSACTIONS TILL DATE

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	25	2,68,200	18,600	2,86,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	6	72,84,000	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%



Resolution No. 7: Special Resolution

TO APPROVE THE INCREASE IN LIMITS OF THE COMPANY TO SELL, CREATION OF CHARGE/SECURITY/MORTGAGE ON THE ASSETS, PROPERTIES OR UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(a)

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

Resolution No. 8: Special Resolution

TO INCREASE THE LIMIT FOR LOAN OR INVESTMENT BY COMPANY UPTO 1000 CR UNDER SECTION 186

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote e-voting	E-voting at EGM	Total	
Votes in Favour	31	75,52,200	18,600	75,70,800	100%
Votes Against	-	-	-	-	-
Invalid Votes	-	-	-	-	-
Total	31	75,52,200	18,600	75,70,800	100%

8. Based on above results, all the Members of the Company have voted in favour of resolutions proposed through the Notice of the Extra Ordinary General Meeting and therefore the resolutions shall stand passed by the requisite majority.

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9. All electronic data and relevant records of voting shall remain in custody of the Chairman until he considers and approves the results of resolutions passed through Extra Ordinary General Meeting. Thereafter, all the documents shall be handed over to the Company Secretary for safe keeping.

Thanking you.
Yours faithfully,

For NPS & Associates
Company Secretaries



Nakul Pratap Singh
Company Secretary in Practice
M.No A55529
COP No. 22069
UDIN: A055529G000557712

Countersigned



Chairman/ Auth, representative
GP Eco Solutions India Limited

Date: June 06, 2025
Place: Faridabad