

NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH (15TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GP ECO SOLUTIONS INDIA LIMITED (“GPECO” OR “THE COMPANY”) WILL BE HELD ON TUESDAY, 30TH SEPTEMBER 2025 AT 12:00 P.M., THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

To receive, consider and adopt the audited Standalone as well as Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, along with the Boards’ Report and Auditors’ Report and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution(s)**:

“**RESOLVED THAT** the audited Standalone as well as Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, Board's Report and Auditors’ Report and the comments thereon of the Auditor be and are hereby received, considered and adopted.”

ITEM NO. 2

TO CONSIDER AND APPROVE APPOINTMENT OF MR. ASTIK MANI TRIPATHI (DIN: 03645378) AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint a Director in place of Mr. Astik Mani Tripathi, who retires by rotation and being eligible offers himself for re-appointment as a director liable to retire by rotation, and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution(s)**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Astik Mani Tripathi (DIN: 03645378)**, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

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(Formerly known as “GP Eco Solutions India Private Limited”)

ITEM NO. 3

TO CONSIDER AND APPROVE APPOINTMENT OF MRS. ANJU PANDEY (DIN: 03141290) AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint a Director in place of Mr. Anju Pandey, who retires by rotation and being eligible offers himself for re-appointment as a director liable to retire by rotation, and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution(s)**:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mrs. Anju Pandey (DIN: 03141290)**, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

ITEM NO. 4

RE-APPOINTMENT OF STATUTORY AUDITORS – M/S. NKMR & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 015467)

To approve re-appointment of the Statutory Auditor as appointed by the Board of Directors of the Company, based on recommendations of Audit Committee, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

“RESOLVED THAT, pursuant to the provisions of Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation of the Board of Directors, the members of the Company do hereby appoint M/s. NKMR & CO., Chartered Accountant(s) (Firm Registration No. 015467), as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2030-2031, at such remuneration as may be fixed by the Board of Directors in consultation with the said auditors.”

FURTHER RESOLVED 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, proper or expedient to give effect to this resolution.”

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SPECIAL BUSINESS:

ITEM NO. 5

APPOINTMENT OF MR. RAJIV RANJAN (DIN: 01806973) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Board of Directors, it is proposed to appoint Mr. Rajiv Ranjan (DIN: 01806973) as an Independent Director of the Company for a term of five (5) consecutive years with effect from August 1, 2025. He was earlier appointed as an Additional Director in the capacity of Non-Executive, Independent Director and holds office up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his appointment. The appointment is in compliance with applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of Regulation 16(1)(b) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Rajiv Ranjan**, (DIN: 01806973), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive, Independent Director of the Company with effect from August 1, 2025, and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, 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 Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years from the date of his appointment by the Board.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and compliance with all applicable statutory requirements.”

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GSTIN: 09AADC8938P2ZO

CIN: U31908UP2010PLC041528

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ITEM NO. 6

APPROVAL OF RELATED PARTY TRANSACTIONS

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the said Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to enter into contracts/arrangements/agreements with the related parties, for the financial year 2025–26, for the type and nature of transactions and relationships as detailed below in the table and as laid before the shareholders, and initialled by the Chairman for the purpose of identification.

***Details of Related Party Transaction**

Sr No.	Name of the related party	Nature of relationship	Name of the director or key managerial personnel who is related, if any	Nature of the contract or arrangement	Value of the contract or arrangement	Any advance paid or received for the contract or arrangement
1.	Invergy India Private Limited	Wholly owned Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Purchase of goods and services	20 crores	Yes
2.	Invergy India Private Limited	Wholly owned Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Sale of goods and services	100 crores	Yes
3.	AN3 Techno Power Limited	Subsidiary	1. Deepak Pandey	Sale of goods and services	10 crores	No
4.	AN3 Techno Power Limited	Subsidiary	1. Deepak Pandey	Purchase of goods and services	10 crores	No
5	GPES Green Projects Pvt Ltd	Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Purchase of goods and services	150 crores	No

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6	GPES Green Projects Pvt Ltd	Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Sale of goods and services	250 Crores	No
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*All the above-mentioned transactions are ongoing, at the market rate and arm's Length price and all the factors relevant to the contracts have been considered.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds, matters and things, to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including finalising and executing any agreements, documents or writings with such related parties, and to make any filings or applications with regulatory authorities as may be required, and to settle any questions, difficulties or doubts that may arise in this regard, in the best interest of the Company.”

**By order of the Board of Directors of
GP Eco Solutions India Limited**

**Sd/-
(Tanushree)
Company Secretary & Compliance Officer
Membership No.: A28056**

**Date: September 05, 2025
Place: Noida**

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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 15th AGM of the Company is being held through VC / OAVM, without physical presence of the members at a common venue. The deemed venue for the 15th AGM shall be the Corporate Office of the Company at 22/17, 22nd Floor, Golden Tower, Wave One, Sector-18, Noida, Uttar Pradesh- 201301.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to naveen4567.shreel@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. The remote e-voting period commences on **Saturday, 27th September 2025 (09:00 A.M.)** and ends on **Monday, 29th September 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 **Tuesday, 23rd September 2025** may cast their vote by remote e-voting.

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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 AGM 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 **04TH September 2025**, appointed **CS Naveen Shree Pandey** (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. **Naveen Shree Pandey (Email-naveen4567.shreel@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 AGM.

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16. Pursuant to the applicable Circulars issued by the MCA and SEBI, the Notice of the AGM 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 AGM 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 AGM. 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 AGM.
 - (b) Members seeking any information with regard to the resolution as placed at the AGM 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 AGM, so that the required information can be made

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available during the AGM.

22. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR SPECIAL BUSINESS ITEMS

ITEM NO. 5

APPOINTMENT OF MR. RAJIV RANJAN, (DIN: 01806973) AS AN INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Rajiv Ranjan**, as an **Additional Director** in the capacity of **Non-Executive, Independent Director** of the Company with effect from **August 1, 2025**, pursuant to Section 161(1) of the Companies Act, 2013.

In terms of Section 161, Mr. Ranjan holds office only up to the date of the ensuing Annual General Meeting.

The Board proposes to appoint Mr. Ranjan as an **Independent Director**, not liable to retire by rotation, to hold office for a term of **five (5) consecutive years**, i.e., from **August 1, 2025 to July 31, 2030**, pursuant to the provisions of Sections 149, 152, 161(1) and Schedule IV of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Rajiv Ranjan is a senior civil servant with rich experience in governance, administration, and public policy. The Board believes that his knowledge and expertise will significantly benefit the Company's strategic direction and governance oversight.

In the opinion of the Board, Mr. Rajeev Rajan is a person of integrity, possesses the requisite expertise and experience, and meets the conditions prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for appointment as an Independent Director.

The Nomination and Remuneration Committee (NRC) had previously identified the desired attributes for the selection of Independent Directors. Based on these attributes, the NRC recommended the candidature of Mr. Rajeev Rajan.

The Board further noted that Mr. Rajeev Rajan satisfies the criteria for independence as prescribed under the Companies Act, 2013, the rules made thereunder, the Listing Regulations, and other applicable laws and regulations. The Board also observed that Mr. Rajeev Rajan's skills, background, and experience are aligned with the role and capabilities identified by the NRC. Accordingly, he is considered eligible for appointment as an Independent Director.

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives, except Mr. Rajiv Ranjan, is concerned or interested in the resolution.

The Board recommends the resolution as an **Ordinary Resolution** for approval of the members.

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ITEM NO. 6

APPROVAL OF RELATED PARTY TRANSACTIONS FOR FY 2025-26

In the ordinary course of its business, the Company enters into transactions with its **related parties**, such as the purchase or sale of goods and services, leasing of assets, and other operational transactions. These are conducted on an arm’s length basis and in the best interests of the Company.

For the financial year **2025-26**, the estimated value of such transactions with related parties may exceed the thresholds prescribed under **Regulation 23 of the SEBI (LODR) Regulations, 2015**, making them **related party transactions**, which require the prior approval of shareholders by way of an **Ordinary Resolution**, even if they are conducted in the ordinary course of business and on an arm’s length basis.

Details of the related parties, nature of transactions, and estimated transaction values are set out in the **Annexure** to the Notice under “Disclosure of Related Party Transactions” in accordance with Regulation 23(4) of SEBI (LODR) Regulations.

***Details of Related Party Transaction**

Sr No.	Name of the related party	Nature of relationship	Name of the director or key managerial personnel who is related, if any	Nature of the contract or arrangement	Value of the contract or arrangement	Any advance paid or received for the contract or arrangement
1.	Invergy India Private Limited	Wholly owned Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Purchase of goods and services	20 crores	Yes
2.	Invergy India Private Limited	Wholly owned Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Sale of goods and services	100 crores	Yes
3.	AN3 Techno Power Limited	Subsidiary	1. Deepak Pandey	Sale of goods and services	10 crores	No
4.	AN3 Techno Power Limited	Subsidiary	1. Deepak Pandey	Purchase of goods and services	10 crores	No
5	GPES Green Projects Pvt Ltd	Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Purchase of goods and services	150 crores	No

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6	GPES Green Projects Pvt Ltd	Subsidiary	1. Deepak Pandey 2. Astik Mani Tripathi	Sale of goods and services	250 Crores	No
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*All the above-mentioned transactions are ongoing, at the market rate and arm's Length price and all the factors relevant to the contracts have been considered.

The Board has approved the proposed transactions, subject to the approval of shareholders. These transactions are necessary for the ongoing operations and long-term business strategy of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their direct or indirect interest in the respective related parties, is concerned or interested in this resolution. The Board recommends passing of the resolution as an **Ordinary Resolution**.

**By order of the Board of Directors of
GP Eco Solutions India Limited**

**Sd/-
(Tanushree)
Company Secretary & Compliance Officer
Membership No.: A28056**

**Date: September 05, 2025
Place: Noida**

GP ECO SOLUTIONS INDIA LIMITED

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Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards:

Name of the Director	Dr. Rajeep Rajan (DIN: 01806973)
Date of Birth & Age	22/09/1961 (63 years)
Date of Appointment	August 01, 2025
Qualifications	<ul style="list-style-type: none"> ● Doctor of Philosophy (Ph.D.) in Management Sciences (Specialization: Intellectual Property Rights – IPRs), Anna University ● Master of Business Administration (MBA), Indian Institute of Management (IIM), Ahmedabad ● Postgraduate Degree in Public Policy, London School of Economics (LSE), UK ● Bachelor of Science (Physics Honours)
Nature of expertise in specific functional areas	Dr. Rajeep Ranjan is a distinguished IAS officer from the 1985 batch, with a stellar public service career spanning over 36 years. He has held top administrative roles in both the Government of India and the Government of Tamil Nadu, including Chief Secretary of Tamil Nadu and Secretary-level positions in key Union Ministries. A proven leader with extensive experience across diverse sectors, he is renowned for his strategic acumen, policy reforms, and commitment to sustainable development.
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 GP Eco Solutions India Limited	Nil

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<p>With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.</p>	<p>Dr. Rajeev Ranjan is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.</p>
<p>Skills and capabilities required for the role and the manner in which Henele meets such requirements:</p>	<p>As per the resolution at Item no. 5 of this Notice, read with the explanatory statement thereto.</p>

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Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards:

Name of the Director	Mr. Astik Mani Tripathi (DIN: 03645378)
Date of Birth & Age	05/07/1988 (37 years)
Date of Re-Appointment	September 30, 2025 (to be confirmed by the shareholders in the Annual General Meeting.
Qualifications	● Fellow Member of the Institute of Company Secretaries of India
Nature of expertise in specific functional areas	A seasoned corporate consultant with 15 years of expertise, guiding businesses through financial complexities and driving strategic success
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 GP Eco Solutions India Limited	3,60,000 Equity Shares
With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Astik Mani Tripathi is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

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Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards:

Name of the Director	Mrs. Anju Pandey (DIN: 03141290)
Date of Birth & Age	12/01/1959 (66 years)
Date of Re-Appointment	September 30, 2025 (to be confirmed by the shareholders in the Annual General Meeting.
Qualifications	BA (Phycology & Computer Science)
Nature of expertise in specific functional areas	A dynamic leader and catalyst for a greener future, driving organizational success and societal impact as Director of a leading solar enterprise
Disclosure of relationships with other Directors and KMPs	Mrs. Anju Pandey is the related party of the Mr. Deepak Pandey, the managing director of the company and Mr. Pradeep Kumar Pandey, the chairman of the company.
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	36,00,000 Equity Shares
With reference to NSE Circular - NSE/CML/2018/02 dated June 20, 2018 - Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mrs. Anju Pandey is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

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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 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

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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.

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THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders 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 **September 27, 2025** at **09:00 A.M.** and ends on **September 29, 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 **September 23, 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 individual shareholders holding shares in demat mode.

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(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	<ol style="list-style-type: none"> 1) 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. 2) 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. 3) 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. 4) 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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 name or e-Voting service provider name and

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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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>2) 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>3) 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

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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 Bank Details	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.
OR Date Of Birth (DOB)	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.

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(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.

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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.

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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-VotingSystem, 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.

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