



GPS RENEWABLES PRIVATE LIMITED

CIN: U74900KA2012PTC064932

Registered office: Prestige Pinnacle No. 113, 3rd Floor, 20th Main Road,
7th Block, Adugodi, Koramangala, Bangalore, Karnataka, 560034

Mail: compliance@gpsrenewables.com

**NOTICE OF EXTRA ORDINARY
GENERAL MEETING**

Notice is hereby given that the **Extra-Ordinary General Meeting (“EGM” / “Meeting”)** of GPS Renewables Private Limited (“Company”/ “GPS”) **will be held at a shorter notice on Wednesday, the 6th September 2023 at 03.00 PM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”)** in accordance with the applicable provisions of the Companies Act, 2013 read with the Ministry of Corporate Affairs’ General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June 2021, General Circular Number 20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December 2022 and such other circulars issued from time to time (“MCA Circulars”) to transact the following business and registered office of the Company shall be deemed to be the venue of the Meeting:

Item No. 1:

TO APPROVE THE ISSUANCE OF SUBSCRIPTION SECURITIES (SERIES B COMPULSORILY CONVERTIBLE DEBENTURES) ON PRIVATE PLACEMENT BASIS TO SVL-SMEFUND:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62, Section 71 and other provisions, as applicable, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and allotment of Securities) Rules, 2014, Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 18 of Companies (Share Capital and Debenture) Rules, 2014 including any statutory amendments, re-enactments or modification thereto, and the Articles of Association of the Company, the consent of the shareholders be and is hereby given for the offer and issuance of 2430 Series B Compulsorily Convertible Debentures at a premium of INR 82,265.51 (Indian Rupees Eighty Two Thousand Two Hundred and Sixty Five Point Five One) on private placement basis to SVL-SME FUND (NEEV II) Investment Amount being INR 19,99,29,489.30/- (Indian Rupees Nineteen Crores Nineteen Lakh Twenty Nine Thousand Four Hundred Eighty Nine Point Three Zero)

“**RESOLVED FURTHER THAT** pursuant to the provision of Rule 9 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the terms of issuance of Series B



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CCD as stated hereinbelow be and are hereby approved:

Sl. No.	CHARACTERISTICS	Series B CCD
1.	Priority with respect to payment of dividend or repayment of capital <i>vis-a-vis</i> equity shares	As per Table- A
2.	The conversion of CCD into Redeemable Preference Shares and Equity Shares	As per Table- A
3.	Liquidation Preference	As per Table- A
4.	Voting Rights	As per Table- A

“RESOLVED FURTHER THAT pursuant to section 42 of the Companies Act, 2013 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the draft private placement offer letter, in form PAS-4 for the proposed offer and issue, be and is hereby approved.

RESOLVED FURTHER THAT each director of the Company be and is hereby severally authorized to modify, finalize, and sign Form PAS-4 on behalf of the Company and to circulate it to the Investor.

RESOLVED FURTHER THAT pursuant to provisions of the Companies Act, 2013, and read with the rules framed thereunder (including any amendment(s) thereto and re-enactment thereof for the time being in force) and the article of association of the Company, the Company shall maintain a record of the private placement offer letter in Form PAS-5 in compliance with applicable laws.

RESOLVED FURTHER THAT each Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters including but not restricted to (a) give effect to the above resolution effecting the issuance of securities therein, (b) issue of new debenture certificate to SVL- SME Fund, (c) signing and stamping of the letter of allotment in accordance with the provisions of the Act and rules framed thereunder, (d) make or record appropriate entries in the register of members arising out of the above issuance (e) signing manually or digitally all such forms, documents and papers, as may be required to be submitted to the Registrar of Companies or any other authorities, the transaction documents and any other documents referenced therein to give effect to the rights and obligations under the Transaction Documents, and (f) such other acts, deeds, matters and things as they may deem fit and proper in this regard and no other resolution is required for compliance as per Companies Act, 2013.



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RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby severally authorized to certify a copy of the above resolution and provide the same to all concerned parties and relevant statutory authorities (if any).”

Table A

Terms of Issuance of Series B CCD

The Board notes that capitalized terms not defined herein have the meaning as defined under the SSA or SHA (as tabled before the Board duly initiated by the Chairman for the purpose of identification).

NO.	Issuer	GPS Renewables Private Limited
1.	Objects of the Issue	Business growth
2.	Instrument	Series B Compulsorily Convertible Debentures of face value of INR 10 (Indian Rupees Ten) each and a premium of INR 82,265.51 (Indian Rupees Eighty-Two Thousand Two Hundred and Sixty-Five Point Five One) to be issued by the Company



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3.	Mode of Issue	Preferential issue of the Series B CCD in accordance with the Companies Act, 2013, as amended and the rules framed thereunder.		
4.	Issue Price	INR 82,275.51 (Indian Rupees Eighty-Two Thousand Two Hundred and Seventy-Five Point Five One only)		
5.	Issuance Mode	The Series B CCD shall be freely transferable, subject to the terms of the Shareholders' Agreement.		
6.	Terms of Conversion	The Series B CCD shall convert into Series B RPS and Equity Shares in based on the following calculations:		
		DESCRIPTION	AMOUNT	FORMULA REFERENC E
		Number of shares outstanding prior to the transaction	21,270	A
		Pre-money valuation	INR 175,00,00,000	B
		Price / CCD	B / A	C
		Revised Pre-money valuation	1.52 x Actual EBITDA – Actual Net Debt – Adjusted Receivables	D
		NEEV II Investment Amount	INR 1,24,99,29,547.92	E
		NEEV II Fully Diluted Stake*	E / (E+D)	F
		Series B RPS Subscription Amount	$E - (49.99\% \times D) / (1 - 49.99\%)$	G
		Number of Series B CCD to be converted into Series B RPS	G / C	H



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Conversion Ratio of Series B	1:1	I
CCD: Series B RPS		
Total number of Series B CCD	E / C -100	J
Price per security at the revised pre-money valuation	D / A	K
Series B CCD converting to Equity Shares	J – H	L
Value of Series B CCDs remaining	E - G	M
# of securities	M / K	N
Conversion ratio of Series B CCD to Equity Shares	$(N - H - 100) / L$	O

The Equity Shares shall at all times remain subordinate to the Series B CCD. However, as and when converted into Series B RPS, the Series B CCD shall rank *pari passu* with the existing Preference Shares of the Company in all respects.

*In terms of Formula reference #F above, if the conversion formula results in NEEVII holding more than 49.99% of the Share Capital of the Company, on a fully diluted basis, then only such number of Series B CCD shall at the option of NEEV II either

(i) continue as Series B CCD or (ii) convert into Equity Shares as per Formula reference #O above, resulting in NEEV II holding a maximum of 49.99% of the Share Capital of the Company, on a fully diluted basis, and the remaining Series B CCD (as per Formula reference #H above) shall be converted into Series B RPS at a 1:1 conversion ratio. Such Series B RPS shall be redeemed by the Company on or after the redemption date (31 March 2025), at the option of NEEV II, in such manner and at such redemption premium per Series B RPS which provides NEEVII with an IRR of at least 12% on the subscription amount of the Series B CCD (which represented the Series B RPS prior to the conversion as per Formula reference above).



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		<p>NEEV II shall be entitled to require conversion of Series B CCD by a written notice in this regard to the Company on or after 31 March 2024 (“Maturity Date”).</p> <p>The Company shall pay any and all stamp duty, registration or other charges payable to the Registrar of Companies payable in respect of the issue of the Series B RPS.</p>
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7.	Accelerated Conversion	<p>Notwithstanding anything contrary contained herein, in the event the Company issues any Equity Shares or securities convertible into Equity Shares or preferenceshares of the Company to any third-party institutional investor, in a single tranche, wherein:</p> <p>(a) Such issuance is at a minimum valuation which provides NEEV II an IRR of 18% on the NEEV II Investment Amount; and</p> <p>(b) Such issuance is against an investment of an amount more than INR 1,24,99,29,547.92 (Indian Rupees One Hundred and Twenty-four Crore Ninety-nine Lakhs Twenty-nine Thousand Five Hundred Forty-Seven Point Nine Two);</p> <p>then the Series B CCD shall convert into Equity Shares in the manner as if the Company has achieved the Milestone EBITDA as per the Mechanisms of Conversion below.</p>
8.	Mechanics of Conversion	<p>The Conversion Price of the Series B CCD shall be subject to adjustments in the following manner:</p> <p>(a) If on the Calculation Date (i.e., 31 March 2024), the sum of EBITDA for Financial Year 2022-2023 and for Financial Year 2023-2024 (“Actual EBITDA”) is less than the Milestone EBITDA, and / or the Net Debt for Financial Year 2023-2024 (“Actual Net Debt”) is greater than the Milestone Net Debt then the Conversion Price shall be deemed to be the price per CCD calculated in following manner:</p> <p>Conversion Price = Revised Pre-money Valuation/total number of shares outstanding prior to issuance of Series B Securities (as per Formula Reference #K above)</p> <p>Where,</p> <p>Revised Pre-money Valuation = 1.52*Actual EBITDA – Actual Net Debt – Adjusted Receivables. (as per Formula Reference #D above)</p> <p>Provided that the Revised Pre-money Valuation shall in no event be:</p> <p>(i) lower than INR 750,000,000; or (ii) higher than INR 1,750,000,000.</p> <p>“EBITDA” shall mean earnings before interest, taxes, depreciation, and amortization excluding any on-time/exceptional items.</p> <p>“Milestone EBITDA” shall mean INR 1,350,000,000.</p>



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“Milestone Net Debt” shall mean the net debt of INR 300,000,000 as outstanding short- and long-term borrowings on the books of the Company adjusted for Cash and Cash equivalents held by the Company as on 31 March 2024.

“Cash” means the aggregate of cash balances as per the books of account of the Company and accounts maintained with banks or other financial institutions, and any unrestricted deposits of the Company with banks or other financial institutions.

“Cash Equivalents” means marketable securities that are readily collectible or realizable in Cash.

(b) If on the Calculation Date (i.e., 31 March 2024), the Actual EBITDA is equal to or greater than the Milestone EBITDA then the Series B Securities shall entitle NEEV II to 41.67% of the Share Capital of the Company.

The Company shall prepare its audited financial statements for the purposes of calculating the conversion price before the expiry of 60 (sixty) days from the Calculation Date. In order to effect a conversion into Series B RPS, the holder of the Series B CCD shall give written notice to the Company (the “Conversion Notice”) at its principal corporate office, of the election to convert the same and shall state therein the number of shares to be converted.

As soon as practicable after the receipt of the Conversion Notice, and in any event within 10 (ten) days thereafter, the Company, at its expense, will cause to be issued in the name of, and delivered to NEEV II: (i) a certificate or certificates for the number of Series B RPS to which NEEV II shall be entitled upon such exercise; or

(ii) dematerialized Preference Shares / Redeemable Preference Shares credited to NEEV II’s demat securities account. To the extent permitted under applicable Law, NEEV II shall be deemed to be the holder of record of the Series B RPS on the date of conversion, notwithstanding that the register of members of the Company shall then be closed or that certificates representing such Series B RPS or dematerialized Series B RPS shall not then be actually delivered to the holder.

The Company shall pay any and all stamp duty, registration or other charges payable to the Registrar of Companies payable in respect of the issue of



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		the Series B RPS.
9.	Maturity Date	The Series B CCD may be converted into Series B RPS at any time at the option of the CCD holder. Provided however, that the Series B CCD shall immediately and automatically be converted into Series B RPS in accordance with the provisions hereof on the completion of a period of 5 (five) years from the date of their issuance.
10.	Coupon Rate	0.001% of the face value of each CCD per annum
11.	Face Value	INR 10 (Indian Rupees Ten) each.
12.	Debenture Subscription Amount	INR 1,24,99,29,547.92 (Indian Rupees One Hundred and Twenty-four Crore Ninety-nine Lakhs Twenty-nine Thousand Five Hundred Forty-Seven Point Nine Two);
13.	Subscription Terms	NEEV II shall remit the Debenture Subscription Amount into the Designated Account on the First Closing and each Subsequent Closing in the manner agreed between the Parties and subject to the requirements specified in the respective Drawdown Notice(s).
14.	Coupon Payment Frequency	Bullet payment at the time of conversion either through cash payout or conversion, at the sole discretion of the Investor.
15.	Coupon Payment Dates	Coupon will be transferred to investor or at their option utilized for conversion.
16.	Coupon	Fixed
17.	Settlement	RTGS/NEFT/Fund Transfer



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By Order of the Board

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sree Krishna S



Director: Sreekrishna Sankar

DIN: 05275764

**Address: Prestige Pinnacle No. 113, 2nd Floor,
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Date: 04 September 2023

Place: Gurgaon



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To,

All the Shareholders

All the Directors

Statutory Auditor

Members, Directors and the Statutory Auditor entitled to attend the Meeting is requested to attend Meeting via VC . The Link to join the Meeting is below along with contact details for any further queries.

Link: Invite is shared to everyone

E-mail: compliance@gpsrenewables.com



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EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 :

TO APPROVE THE ISSUANCE OF SUBSCRIPTION SECURITIES SERIES B COMPULSORILY CONVERTIBLE DEBENTURES) ON PRIVATE PLACEMENT BASIS TO SVL-SMEFUND:

The Company is proposing to offer and issue 2430 (Two Thousand Four Hundred and Thirty only) Series B Compulsorily Convertible Debentures having a face value of INR 10/- (Indian Rupees ten) per share at a premium of INR 82,265.51 (Indian Rupees Eighty-Two Thousand Two Hundred and Sixty-Five Point Five One) to SVL-SME FUND on private placement basis to raise fund for meeting the requirements of the Company.

The Board of Directors of the Company at their Meeting held on 04 September 2023 have recommended the shareholders to approve the issuance of CCDs of the Company to SVL-SMEFUND therefore the Resolutions as set out in the accompanied Notice for approval of the members by way of special resolution.

The disclosure as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is stated herein below:

Particulars of the offer including date of passing of Board resolution	2430 Series B Compulsorily Convertible Debentures at a premium of INR 82,265.51 (Indian Rupees Eighty-Two Thousand Two Hundred and Sixty-Five Point Five One) on private placement basis for Subsequent Tranche NEEV II Investment Amount being INR 19,99,29,489.30/- (INR Nineteen Crores Ninety Nine Lakh Twenty Nine Thousand Four Hundred Eighty Nine Point Three Zero only)
Kinds of securities offered and the price at which security is being offered	Series B Compulsorily Convertible Debentures



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Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Price is arrived on the basis of fair market value of the securities determined by (i) Mr. Pragadeeshkanna M, Registered Valuers, registered with Insolvency & Bankruptcy Board of India and having IBBI Registration No. IBBI/RV/06/2019/11150 in the share valuation report dated 31 August 2023.
Name and address of valuer who performed valuation	Mr. Pragadeeshkanna M, Registered Valuers, registered with Insolvency & Bankruptcy Board of India and having IBBI Registration No. IBBI/RV/06/2019/11150 in the share valuation report dated 31 August 2023
Amount which the company intends to raise by way of such securities	INR 19,99,29,489.30/- (INR Nineteen Crores Nineteen Lakh Twenty Nine Thousand Four Hundred Eighty Nine Point Three Zero)



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<p>Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities</p>	<p><u>Material terms of raising such securities:</u> Please refer to Exhibit 1.</p> <p><u>Proposed time schedule:</u> The allotment shall be completed withing reasonable amount of time in terms of the agreement for receipt of application money in respect of such security.</p> <p><u>Purposes or objects of offer:</u> The Company is undertaking an issue and allotment of certain securities, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, and for general corporate purposes.</p> <p><u>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:</u> Not applicable</p> <p><u>Principle terms of assets charged as securities:</u> Not applicable</p>
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The disclosure as per Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 is stated herein below:

Object of the issue	The Company is undertaking an issue and allotment of certain securities, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, and for general corporate purposes.
The total number of shares or	2430 (Two Thousand Four Hundred Thirty) Series B Compulsorily Convertible Debentures



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other securities to be issued	
The price or price band at/within which the allotment is proposed	2430 (Two Thousand Four Hundred and Thirty) Series B compulsorily convertible debentures having face value of INR 10/- each at a premium of INR 82,265.51 (Indian Rupees Eighty-Two Thousand Two Hundred and Sixty-Five Point Five One) on private placement basis for Subsequent Tranche NEEV II Investment Amount being INR INR 19,99,29,489.30/- (Indian Rupees Nineteen Crores Nineteen Lakh Twenty Nine Thousand Four Hundred Eighty Nine Point Three Zero)
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Price is arrived on the basis of fair market value of the securities determined by Mr. Pragadeeshkanna M, Registered Valuers, registered with Insolvency & Bankruptcy Board of India and having IBBI Registration No. IBBI/RV/06/2019/11150 in the share valuation report dated 31 st August 2023.
Relevant date with reference to which the price has been arrived at	June 30, 2023
The class or classes of persons to whom the allotment is proposed to be made	Body Corporate



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Intention of promoters, directors or key managerial personnel to subscribe to the offer	Not applicable as the Promoters, Directors or Key Managerial Personnel are not subscribing to the offer
The proposed time within which the allotment shall be completed	The allotment shall be completed on the same day of receipt of application money in respect of such security
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	SVL-SME FUND 36.06%
The change in control, if any, in the company that would occur consequent to the preferential offer;	None
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	The Company allotted 9623 Series B Compulsorily Convertible Debentures having a face value of INR 10/- (Indian Rupees ten) per share at a premium of INR 82,265.51 (Indian Rupees Eighty-two Thousand Two Hundred and Sixty-five point five One) on private placement basis to SVL-SME FUND.
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable as the proposed allotment is made for Cash.



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Pre-post shareholdingpattern	As per Annexure A
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None of the Directors of the Company, their relatives and key managerial persons may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.



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ANNEXURE – A
PRE & POST SHAREHOLDING
PATTERN

(Companies (Share capital and
Debentures) Rules, 2014)

**PART A: ISSUED AND PAID-UP CAPITALISATION OF THE
COMPANY PRIOR TO FIFTH CLOSING**

SHAREHOLDER	SECURITIES	%
Mainak Chakraborty	5000	16.13%
Sreekrishna Shankar	5000	16.13%
Praveen S	1060	3.42%
Caspian SME Impact Fund IV	1061	3.42%
Stichting Hivos - Triodos Fonds	1818	5.87%
GPS Employees Welfare Trust	1212	3.91%
Employee Stock Option Pool *	915	2.95%
Caspian SME Impact Fund IV (Series A CCPS)	1779	5.74%
Stichting Hivos - Triodos Fonds (Series A CCPS)	3425	11.05%
SVL SME Fund	100	0.32%
SVL SME Fund (Series B CCDS)	9623	31.05%
TOTAL	30993	100.00%

**Note: i) The 915 shares in Employee Stock Option Pool are on fully diluted basis.
ii) The said 915 shares are lying in Employees Stock Option Pool account and has not been allotted.*



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**PART B: ISSUED AND PAID- UP CAPITALISATION OF THE
COMPANY AFTER THE FIFTH CLOSING**

S. No.	SHAREHOLDER	SECURITIES	%
1	Mainak Chakraborty	5000	14.96%
2	Sreekrishna Shankar	5000	14.96%
3	Praveen S	1060	3.17%
4	Caspian SME Impact Fund IV	1061	3.17%
5	Stichting Hivos - Triodos Fonds	1818	5.44%
6	GPS Employees Welfare Trust	1212	3.63%
7	Employee Stock Option Pool *	915	2.74%
8	Caspian SME Impact Fund IV (Series A CCPS)	1779	5.32%
9	Stichting Hivos - Triodos Fonds (Series A CCPS)	3425	10.25%
10	SVL SME Fund	100	0.30%
11	SVL SME Fund (Series B CCDS)	12053	36.06%
	TOTAL	33423	100.00%

*Note: i) The 915 shares in Employee Stock Option Pool are on fully diluted basis.
ii) The said 915 shares are lying in Employees Stock Option Pool account and has not been allotted.

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sree Krishna S



Director: Sreekrishna Sankar
DIN: 05275764
Address: PRESTIGE PINNACLE NO. 113, 2ND FLOOR,
20TH MAIN ROAD, 7TH BLOCK, ADUGODI,
KORAMANGALA, BANGALORE, KARNATAKA, 560034



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Notes:

1. The shareholders are requested to note that:
2. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June 2021, General Circular Number 20/2021 dated 8th December, 2021 and General Circular No.3/2022 dated 5th May 2022 (collectively referred to as 'Circulars'), has introduced certain measures enabling Companies to convene their Annual General Meetings (AGM/ Meeting) through VC or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice has been sent to members of the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member.
3. In accordance with the aforementioned MCA Circulars, the members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a. The link for joining the Meeting has been separately sent to each shareholder.
 - b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the Meeting i.e., A.M. / P.M. IST and 15 minutes after the expiry of the said scheduled time i.e., till A.M / P.M. IST
 - c. Participation of single member shall only be allowed at a time.
 - d. Participants are allowed to pose the questions concurrently.
 - e. Members are requested to e-mail at or call at the below-mentioned details in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC:
Ms. Pragyan Shree
E: Mail: compliance@gpsrenewables.com
Mobile No: +91 8840990534
4. In view of the MCA Circulars, no proxy shall be appointed by the Members. However, Corporate Members are required to send to the Company, a Certified Copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.



GPS RENEWABLES PRIVATE LIMITED

CIN: U74900KA2012PTC064932

Registered office: Prestige Pinnacle No. 113, 3rd Floor, 20th Main Road,
7th Block, Adugodi, Koramangala, Bangalore, Karnataka, 560034

Mail: compliance@gpsrenewables.com

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed through Microsoft Teams.
6. All other relevant documents referred to in the accompanying Notice shall be made open for inspection by the Members only in electronic form at the Meeting on all working days.
7. A Member is entitled to attend the Meeting through VC and vote at the Meeting by show of hands. In case of Body Corporate being member, such Body Corporate is entitled to attend and vote at the Meeting by appointing its representative.
8. Representation Forms in order to be valid must be shared to the email ID (compliance@gpsrenewables.com) before the commencement of the Meeting.
9. Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the Meeting will be held through VC the Route Map is not annexed in this Notice as stated in the MCA Circulars.

For and on behalf of GPS RENEWABLES PRIVATE LIMITED

Sree Krishna S



Director: Sreekrishna Sankar

DIN: 05275764

**Address: PRESTIGE PINNACLE NO. 113, 2ND FLOOR, 20TH
MAIN ROAD, 7TH BLOCK, ADUGODI, KORAMANGALA,
BANGALORE, KARNATAKA, 560034**

Date: 04th September 2023

Place: Gurgaon