



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF GPS RENEWABLES PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD AT SHORTER NOTICE ON MONDAY, 12TH FEBRUARY 2024 AT 04.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PRESTIGE PINNACLE NO. 113,3RD FLOOR, 20TH MAIN ROAD, KORAMANGALA, BANGALORE, BANGALORE SOUTH, KARNATAKA, INDIA, 560034 WITH A FACILITY OF VIDEO CONFERRING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”).

SPECIAL BUSINESS:

ITEM NO. 1- TO CONSIDER AND APPROVE THE ISSUANCE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) ON A PRIVATE PLACEMENT BASIS.

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

“**RESOLVED THAT** pursuant to the provisions of the sections 42, 71, 179(3)(c),180 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 18 of Companies (Share Capital and Debentures) Rules, 2014 as the Company, and subject to such terms and conditions as which may be agreed to and approved by the Board of Directors of the Company (the “**Board**” which term shall be deemed to include any authorized Committee thereof), the consent of members be and is hereby accorded to create, offer, issue and allot **5000 Secured, Unrated, Unlisted, Redeemable, Non-Convertible Debentures, aggregating up to INR 50,00,00,000/- (Rupees Fifty Crore Only) (“Debentures”), in 1 (one) or more tranches; and in [physical/dematerialized] form (the “Debenture Issue”),** on private placement basis, to the Subscriber, as mentioned below:

S. No.	Name (“Subscriber”)	Number of NCDs to be offered at face value of INR 1,00,000 (Rupees One Lakh Only)	Total consideration (INR)
1.	Spark Alternative Investment Trust	5000	50,00,00,000/- (Indian Rupees Fifty Crores Only)

*Subscriber named herein shall have the option to subscribe to the series of Debentures through its Affiliates, as defined in the debenture trust deed to be executed/executed between the Company and Vistra ITCL (India) Limited, acting as the debenture trustee for the holders of debentures.



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 (PAS-4) pursuant to which the offer or invitation to subscribe the first Tranche Debentures of the Company will be made, 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 Subscribers as may be required from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company or persons as authorized by Board including any Committee thereof be and is hereby authorized to determine the price and terms of each issuance or tranche/series of the non-convertible debentures from time to time as per the prevailing market conditions.”

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** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Debentures, filing of offer document with authorities as required, affixing the seal of the Company (if so required) on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts.”

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 as required as per applicable provisions of the act and rules framed thereunder (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 debenture holders arising out of the above issuance (e) signing manually or digitally all such forms, documents, papers, undertaking and agreement etc as may be required to be submitted to the Registrar of Companies or any other statutory/regulatory 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

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GPS Renewables Private Limited

Prestige Pinnacle, 3rd Floor, 20th Main Road, No. 113, 7th Block, Koramangala, Aduugodi, Bangalore, Karnataka - 560034

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and things as they may deem fit and proper in this regard and as required for compliance as per Companies Act, 2013 and to give effect to the said issuance and allotment.”

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sreekrishna Sankar

Director (DIN: 05275764)

Address: Prestige Pinnacle No. 113, 3rd Floor, 20th Main Road,
Koramangala, Bangalore, Karnataka, 560034

Date: 09.02.2024

Place: Bengaluru



NOTES:

The shareholders are requested to note that:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms a part of this notice.
2. 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 Extra Ordinary General Meetings (EGM/ Meeting) through VC or Other Audio-Visual Means (OAVM). In view of the same the members have the option to participate in the meeting either in person or through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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. Since this EGM has facility to attend through VC or any other Audio/Visual Means ("VC/OAVM facility") pursuant to the Circulars, issued by the Ministry of Corporate Affairs, accordingly, the facility for appointment of proxies will not be available to the members who will be attending meeting through VC/OAVM facility.
4. The Body Corporates members (i.e. other than individuals) are entitled to appoint authorised representatives to attend the EGM and participate thereat. The body corporate are required to forward a scanned copy or hard copy of its board or governing body's resolution/authorization letter etc. authorizing their representatives to attend the EGM. The said resolution/authorization shall be sent to the Company by email through its registered email address to compliance@gpsrenewables.com. Representation Forms in order to be valid must be shared to the said email ID before the commencement of the Meeting.
5. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the company by sending E-mail to compliance@gpsrenewables.com along with the following credentials: i. Name registered as per the records of the company ii. Folio Number iii. Email ID to be registered for attending the Meeting. 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 vote at the EGM.
6. The Members can join the EGM 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 through VC/OAVM will be made available for the shareholders of the company who are willing to participate through VC/OAVM facility.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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.
9. Members should bring the attendance slip duly filled in for attending the meeting. (This is not applicable for members attending EGM through VC/OAVM)

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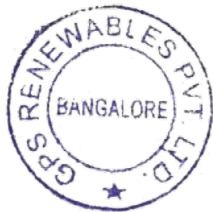


INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. EGM through VC/OAVM facility: Members will be provided with a facility to attend the EGM through video conferencing platform – Google Meet.
2. The meeting invitation link and login credentials to join the EGM will be sent to the Members on their registered email IDs.
3. Members whose email IDs are not registered with the company, may get their email IDs registered with the company by sending E-mail to compliance@gpsrenewables.com along with the following credentials: i. Name registered as per the records of the company ii. Folio Number iii. Email ID to be registered for attending the Meeting.
4. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
5. In case of Android/Iphone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
6. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
7. 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. Use of headphones is highly recommended.
8. Participation of single member shall only be allowed at a time.
9. Participants are allowed to pose the questions concurrently.
10. 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. Pragyana Shree-
E: Mail: compliance@gpsrenewables.com Mobile No: +91 8840990534

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sree Krishna S



**Sreekrishna Sankar
Director (DIN: 05275764)**

Address: Prestige Pinnacle No. 113, 3rd Floor, 20th Main Road,
Koramangala, Bangalore, Karnataka, 560034

Date: 09.02.2024

Place: Bengaluru

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 - TO CONSIDER AND APPROVE THE ISSUANCE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) ON A PRIVATE PLACEMENT BASIS.

1.1 The Company proposes to raise funds for meeting its working capital requirement and other general corporate purposes. In view of this, it is proposed to seek enabling authorization from the Shareholders to the Board to raise funds by issuance of Non-Convertible Debentures (“**Debentures**” / “**NCDs**”) on a private placement basis.

1.2 It is, therefore, proposed that the Board of Directors be authorised by way of an enabling resolution to raise funds through issue of Debentures, in accordance with the provisions contained in sections 42, 71, 179(3)(c), 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 18 of Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and in accordance with applicable laws, rules and regulations, for an amount, aggregating up to INR 50,00,00,000/- (Rupees Fifty Crore only) (“**Debentures**”), to be issued in 1 (one) or more tranches; and in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the such category of investors as may be determined by the Board, for general corporate purposes and/or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial to the Company.

1.3 As required under rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with aforesaid issue of NCDs are as follows:

a.	Particulars of the offer including date of passing of Board resolution	5000 Secured, Unrated, Unlisted, Redeemable, Non-Convertible Debentures, aggregating up to INR 50,00,00,000/- (Rupees Fifty Crore Only) (“ Debentures ”), in 1 (one) or more tranches Date of passing of Board Resolution: 09.02.2024
b.	Kinds of securities offered and the price at which security is being offered	Non-Convertible Debentures of a face value of INR 1,00,000/- (Rupees One Lakh only) each. (The NCDs will be offered/issued either at par or at premium or at a discount to face value, as per the approved terms of issuance.)
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.
d.	Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.



e.	Amount which the company intends to raise by way of such securities	Up to 50,00,00,000/- (Rupees Fifty Crore only)
f.	Material terms of such securities	As per the specific approved and agreed terms of offer/issuance of NCDs as may be decided from time to time. These disclosures will be specifically made in private placement offer and application letter for each offer/issue.
g.	Proposed time schedule	As set out in the private placement offer letter.
h.	Purposes or objects of offer	For meeting working capital requirements, capital expenditure and other general corporate purposes and as per the specific approved and agreed terms of offer/issuance of NCDs as may be decided from time to time. These disclosures will be specifically made in private placement offer and application letter for each offer/issue.
i.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
j.	Principle terms of assets charged as securities	As per the specific approved and agreed terms of offer/issuance of NCDs as may be decided from time to time. These disclosures will be specifically made in private placement offer and application letter for each offer/issue.

The Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sree Krishna S



Sreekrishna Sankar
Director (DIN: 05275764)

Address: Prestige Pinnacle No. 113, 3rd Floor, 20th Main Road,
Koramangala, Bangalore, Karnataka, 560034

Date: 09.02.2024

Place: Bengaluru

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ANNEXURE A
ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the _____ Extra-Ordinary General Meeting of _____ held at _____ at the registered office of the Company situated at _____.

Full Name of the Shareholder/ Authorized representative	_____ [As a representative of Mr/Mrs/Ms.....]
Folio No,	
No. of securities held	
Name of Proxy (if any)	

Signature of the Shareholder/Proxy/ Corporate Representative*

* Strike out whichever is not applicable

Note: i) Please fill the Attendance Slip and hand it over at the Entrance of the Meeting Hall.
ii) This is not applicable for members who are attending EGM through VC/OAVM.



ANNEXURE - B
FORM MGT-11

Form of Appointment of Proxy

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN :
Name of the Company:
Registered Office :
Name of the Member :
Registered Address :
E-mail id :
Folio No/Client id :
DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:
Address:
E-mail id:
Signature:..... or failing him

2. Name:
Address:
E-mail id:
Signature:..... or failing him

3. Name:
Address:
E-mail id:
Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company, to be held on Monday, 12.02.2024 at 04.00 P.M and at any adjourned thereof in respect of such resolutions as are indicated Below:

Resolution No. 1- TO CONSIDER AND APPROVE THE ISSUANCE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO INR 50,00,00,000/- (RUPEES FIFTY CRORE ONLY) ON A PRIVATE PLACEMENT BASIS.

Signed this 2024.

Signature of shareholder
Signature of Proxy holder(s)

Notes:

- 1. The form of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the company not less than 48 Hours before the commencement of the Meeting.*
- 2. A Proxy need not be a member of the Company.*
- 3. The form of Proxy confers authority to demand or join in demanding a poll.*



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4. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
 5. *The facility of proxy is not available in case of members attending EGM through VC/OAVM as per the MCA circulars.*
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