



NOTICE

Notice is hereby given that the **FOURTEENTH ANNUAL GENERAL MEETING** (“AGM” / “Meeting”) of GPS Renewables Private Limited (“Company”/ “GPSR”) will be held on **Wednesday, the 30th September 2026 at 09.30 A.M** (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at the registered office of the company (deemed venue) at shorter notice to transact the following business:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT STANDALONE AUDITED FINANCIAL STATEMENTS COMPRISING OF BALANCE SHEET AS AT 31 MARCH 2026, THE STATEMENT OF PROFIT AND LOSS AND THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE DIRECTORS REPORT AND THE AUDITORS REPORT THEREON FOR THE FINANCIAL YEAR 2025-26.**

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

“RESOLVED THAT the Audited Standalone financial statements comprising of Balance Sheet as at 31st March, 2026, the statement of profit and loss and the cash flow statement for the year ended of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors and annexures thereon laid before this meeting, be and are hereby received, considered, approved and adopted.”

- 2. TO RECEIVE, CONSIDER AND ADOPT CONSOLIDATED COMPRISING OF BALANCE SHEET AS AT 31 MARCH 2026, THE STATEMENT OF PROFIT AND LOSS AND THE CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE AUDITORS REPORT THEREON FOR THE FINANCIAL YEAR 2025-26.**

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the report of the Auditors and its annexures thereon laid before this meeting, be and are hereby received, considered, approved and adopted.”

SPECIAL BUSINESS:

- 3. TO RATIFY REMUNERATION TO BE PAID TO M/S D NANDA AND ASSOCIATES, COST ACCOUNTANTS AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 2026-27.**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force], the remuneration of INR

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GPS Renewables Private Limited

No.43 Richmond Road, Bangalore, Karnataka - 560025

CIN No. U74900KA2012PTC064932 Email: info@gpsrenewables.com , Ph: +91 80 2960 0689

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62,500/- (Indian Rupees Sixty Two Thousand Five Hundred only) plus applicable taxes and out of pocket expenses, if any, as approved by the Board of Directors upon recommendation of the Audit Committee, to be paid to M/s D Nanda & Associates, Cost Accountants (Membership No.7367) as Cost Auditors of the Company for conducting the cost audit for financial year 2026-27, be and is hereby ratified and approved.”

//BY THE ORDER OF THE BOARD//

For on behalf of GPS RENEWABLES PRIVATE LIMITED

Sd/-

Director: Sreekrishna Sankar

DIN: 05275764

Registered Address: No. 43, Richmond Road,
Bengaluru-560025, Karnataka-IN

Date: 23.09.2026

Place: Mumbai

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

ITEM NO. 3 - TO RATIFY THE REMUERATION OF THE COST AUDITORS FOR THE FY 2026-27.

3.1 As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the company at the general meeting. The Board of Directors, has appointed M/s D Nanda and Associates Cost Accountants, (Membership No. 7367) as Cost Auditors to conduct the audit of the cost records of the Company at a remuneration of INR 62500/- (Rupees Sixty-Two Thousand Five Hundred only) plus applicable taxes and out of pocket expenses, if any, for the financial year ending March 31, 2027.

3.2 The Board in its meeting held on 23.09.2026 has approved the appointment of the M/s D Nanda and Associates, as Cost Auditor at a fees of INR 62,500/- plus applicable taxes for FY 2026-27.

3.3 Accordingly, the Board of Directors recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval/ ratification by the Members.

3.4 None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 3 of the Notice, except to the extent of their shareholdings, if any, in the Company.

3.5 The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope, and implications of the business item and to take decisions thereon.

//BY THE ORDER OF THE BOARD//

FOR ON BEHALF OF GPS RENEWABLES PRIVATE LIMITED

SD/-

Director: Sreekrishna Sankar

DIN: 05275764

Registered Address: No. 43, Richmond Road, Bengaluru - 560025

Date: 23.09.2026

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Notes:

The shareholders are requested to note that:

1. The 14th AGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means ("VC / OAVM") vide General Circular No. 03/25 dated 22nd September 2025 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and the provisions of the Act. The deemed venue for the meeting shall be the Registered Office of the Company.
2. The Ministry of Corporate Affairs vide its General Circular No 03/2025 dated September 22, 2025 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") (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. A copy of this Notice is also available on the website of the Company.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, setting out the material facts relating to the Special Business to be transacted at the 14th Annual General Meeting ("AGM"), is annexed hereto and forms an integral part of this Notice.
4. 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 15 minutes after the expiry of the said scheduled time.
 - c. Participants are allowed to pose the questions concurrently.
 - d. 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:
CS Pragyan Shree, Senior Manager-Secretarial Compliances
E: Mail: compliance@gpsrenewables.com
Mobile No: +91 8840990534
5. In view of the MCA Circulars, no proxy shall be appointed by the Members. However, Corporate Members are required to send to the Company, letter of authorization and/or 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.
6. The quorum for the AGM shall be as prescribed under Section 103 of the Act read with the Articles of Association of the Company.
7. 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

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Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available in electronic form for inspection during the Meeting through VC and will be available for inspection in electronic form by the Members during normal business hours on all working days up to the date of the AGM.

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 upto the date of the AGM.
9. The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers / other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at compliance@gpsrenewables.com. Further, the same shall also be available for inspection by the Members at the Registered Office of the Company on any working day between 10:00 A.M. (IST) to 4 P.M. (IST) up to the date of AGM.
10. A Member is entitled to attend the Meeting through VC and vote at the Meeting by show of hands, unless the poll is validly demanded, in accordance with the provisions of the Articles of Association. In case of Body Corporate being member, such Body Corporate is entitled to attend and vote at the Meeting by appointing its representative.
11. Representation Forms in order to be valid must be shared to the email ID (compliance@gpsrenewables.com) before the commencement of the Meeting.
12. Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Since the Meeting will be held through VC the Route Map is not annexed in this Notice as stated in the MCA Circulars.
14. As per the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.gpsrenewables.com and the notice along with the annexures is being sent through electronic mode to the members whose E-mail ID are registered with the company.

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

1. AGM through VC/OAVM facility: Members will be provided with a facility to attend the AGM through video conferencing platform – Google Meet.
2. The meeting invitation link and login credentials to join the AGM 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 AGM, 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

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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. *Participants are allowed to pose the questions concurrently.*
9. *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*

//BY THE ORDER OF THE BOARD//

FOR ON BEHALF OF GPS RENEWABLES PRIVATE LIMITED

SD/-

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Registered Address: No. 43, Richmond Road, Bengaluru - 560025

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