



NOTICE

Shorter Notice is hereby given that the **Second Annual General Meeting** ("AGM" / "Meeting") of GPSR ARYA PRIVATE LIMITED ("Company") will be held on Monday, September 30, 2024 at 01.00 P.M (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 8 April, 2020, General Circular No.17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15 June 2020, General Circular No.33/2020 dated 28 September 2020, General Circular No. 39/2020 dated 31 December, 2020, General Circular No.10/2021 dated 23 June 2021, General Circular Number 20/2021 dated 8 December 2021 and General Circular No.3/2022 dated 5 May 2022, General Circular no. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (Collectively Referred to as "Circulars") to transact the following business and registered office of the Company shall be deemed to be the venue of the Meeting:

ORDINARY BUSINESS:

1. To receive, consider and Adopt Audited Financial Statements comprising of Balance Sheet as at 31 March 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year ended 2024 on that date together with the Directors Report and the Auditors Report thereon for the Financial Year 2023-24.

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

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31 March 2024 comprising of Balance Sheet as on 31st March, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Statutory Auditors thereon including annexures thereto, as laid before this meeting, be and are hereby considered, received and adopted."

SPECIAL BUSINESS:

2. To consider the appointment of Mr. Suken Kirat Shah as Nominee Director of the company.

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution: **RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and such other provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto or reenactment thereof for the time being in force), Mr. Suken Kirat Shah (DIN: 06669563) Additional Director in the capacity of being the

GPSR Arya Private Limited

CIN - U40108KA2022PTC165915, PAN - AAKCG0351M Ph: 91 80 2960



Nominee Director(Non- Executive) of the company, who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Nominee Director(Non-Executive) on behalf of SVL-SME Fund on the Board of the Company."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to sign, execute and submit all necessary documents, forms and applications with the relevant authorities and to do all such acts, deeds, and things (including updating the statutory registers of the Company), as may be necessary or expedient to give effect to aforementioned resolution."

By Order of the Board

For on behalf of GPSR ARYA PRIVATE LIMITED

Director: Sreekrishna Sankar

DIN: 05275764

Address: Prestige Pinnacle No. 113, 2nd Floor,
20th Main Road, 7th Block, Adugodi,
Koramangala, Bangalore, Karnataka, 560034

Date: 25.09.2024

Place: Bangalore

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915, PAN - AAKCG0351M Ph: 91 80 2960

Prestige Pinnacle, 20th Main Rd., 7th
Block, Adugodi, Bengaluru - 560 034

info@arya.eco

arya.eco/



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

ITEM NO. 2:

To consider and approve the appointment of Mr. Suken Kirat Shah as Nominee Director of the company.

The Members is hereby informed that the Mr. Suken Kirat Shah - NEEV Representative was appointed as Additional Director in the capacity of Nominee of SVL-SME Fund with effect from 01st August, 2024 till the conclusion of the ensuing Annual General Meeting, pursuant to the Shareholders Agreement dated January 25, 2022 executed between SVL-SME Fund and GPS Renewables Private Limited (GPSR), holding company of GPSR ARYA Private Limited. The said appointment was made pursuant to the shareholder agreement dated January 25th, 2022, wherein the NEEV representative has to be appointed on the Board of the subsidiaries of GPSR.

In view of the same, the appointment of Mr. Suken Kirat Shah to be considered in the ensuing First Annual General Meeting and the said appointment to be recommended to the Shareholders. The Directors recommend the Resolution at Item No. 2 of the accompanying Notice, for the approval of the members of the Company to be passed as an Ordinary Resolution.

Except Mr. Suken Kirat Shah, who is interested in Item No. 2, none of the other Directors of the Company or their relatives are concerned or interested in the Resolution.

For on behalf of GPSR ARYA PRIVATE LIMITED

Director: Sreekrishna Sankar

DIN: 05275764

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

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915, PAN - AAKCG0351M





ANNEXURE 1

Profile and other Details of the Director seeking appointment is as under:

Name	Mr. Suken Kirit Shah
Age	40 years
Qualifications	Completed all 3 levels of CFA program from CFA Institute, USA and holds MBA in Finance from KJ Somaiya Institute of Management Studies and Research
Experience/ Achievements	13 years' experience in fund raising, investments and asset management across Infrastructure assets working with Private Equity, Principal Investments and Advisory firms. Prior to joining Neev, Suken was part of a leading family office, where he was responsible for investing and managing mid-market opportunities. He has also been a part of Brescon Advisors, where he provided financial and strategic advisory to mid and large corporates; he was instrumental in striking a JV with Piramal group to setup a USD 1 billion special situations investment platform. He brings in strong operating experience by supporting portfolio companies in strategic initiatives/ JVs, bidding, acquisitions and project finance across roads, water, logistics, urban infrastructure assets when working with Welspun and GVK group. He has been part of investment teams that have invested more than \$ 200mn
Terms of appointment	Appointed as Nominee Director by SVL-SME Fund further to the shareholders' agreement entered to by the Company and SVL-SME Fund.
Details of remuneration	Nil.
Date of first appointment	Not applicable.
Shareholding in the Company	Nil.
Relationship with other director / manager / KMP of the Company	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	N/a
Directorships of other board	1. GPS Renewables Private Limited 2. Hygenco Green Energies Private Limited 3. Satya Infra Promoters Private Limited 4. Satma Technologies Private Limited 5. Mahendra Publication Private Limited 6. Mahendra Skills Training & Development private Limited 7. Mahendra Educational Private Limited 8. Nutrifresh Farm Tech India Private Limited

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915, PAN - AAKCG0351M



Membership / Chairmanship of Committees of other boards	NA





Notes:

The shareholders are requested to note that:

1. 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, General Circular No.3/2022 dated 5th May 2022, General Circular no. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 to (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.

1. 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 and 15 minutes after the expiry of the said scheduled time
 - 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:

Mr. CS Pragyan Shree

E: Mail: compliance@gpsrenewables.com

Mobile No: +91 8840990534

2. 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. Since this AGM is being held pursuant to the MCA Circular, issued by the Ministry of Corporate Affairs, through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be

GPSR Arya Private Limited

CIN - U40105KA2022PTC165915, PAN - AAKCG0351M





available for the AGM through video conferencing and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

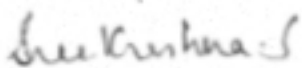
3. However, the Body Corporates members (i.e. other than individuals) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat. The Corporate Members are required to send to the Company, a Certified Copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
4. As per the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.arya.eco and the notice along with the Annual Report is being sent through electronic mode to the members whose E-mail ID are registered with the company. Members may note that the Notice will also be available on the Company's website at www.arya.eco.
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 online mode.
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.



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 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. Pragyan Shree- E: compliance@gpsrenewables.com Mobile No: +91 8840990534

For on behalf of GPSR ARYA PRIVATE LIMITED



Sreekrishna Sankar

Director (DIN: 05275764)

Address: Prestige Pinnacle No. 113, 3rd Floor,

20th Main Road, Koramangala, Bangalore, Karnataka, 560034

Date: 25.09.2024

Place: Bengaluru

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915, PAN - AAKCG0351M Ph: 91 80 2960 0689

 Prestige Pinnacle, 20th Main Rd., 7th Block, Adugodi, Bengaluru - 560 034

 info@arya.eco

 arya.eco/



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: Google Meet Invite is shared to everyone

E-mail: compliance@gpsrenewables.com

GPSR Arya Private Limited

CIN - U40105KA2022PTC165915, PAN - AAKCG0351M



Prestige Pinnacle, 20th Main Rd., 7th
Block, Adugodi, Bengaluru - 560 034



info@arya.eco



arya.eco/