



NOTICE

Notice is hereby given that the Third Annual General Meeting ("AGM" / "Meeting") of GPSR ARYA PRIVATE LIMITED ("Company") will be held on Thursday, September 25th, 2025 at 12.15 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 Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022,09/2023,09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25,2023 and September 19, 2024 (including its amendments or re-enactments thereof) 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 2025, 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 2024-25.**

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 ended 31 March 2025 comprising of Balance Sheet as on 31st March, 2025, the Statement of Profits 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 along with the annexures thereto, as laid before this meeting, be and are hereby approved, considered, received and adopted

SPECIAL BUSINESS:

2. **TO CONSIDER THE INCREASE IN AUTHORISED CAPITAL OF THE COMPANY**

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 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or reenactment thereof for the time being in force) and Companies (Share Capital and Debentures) Rules, 2014 and the other relevant rules framed thereunder and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000/- (One lakh) Equity Shares of Rs. 10/- each by the creation of additional capital of Rs. 5,00,000/- (Rupees Five lakh only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- each, each ranking pari-passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any director or duly constituted committee of directors and/or any officer(s) of the Company for the purpose of giving effect to the resolution.

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915 | PAN - AAKCG0351M |

Ph: 91 80 2960 0689

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof authorized by the Board) be and is hereby authorized to negotiate, finalize, settle, and execute all necessary documents, agreements, deeds, applications, and writings as may be required incidental for giving effect to this Resolution, including making modifications as may be required by any statutory or concerned authorities.

RESOLVED FURTHER THAT, the Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including signing of various forms and documents with the concerned statutory authorities including Registrar of Companies and to settle questions, difficulties or doubts that may arise in this regard and to take all such steps as may be deemed necessary and incidental to give effect to the aforesaid Resolution."

3. TO CONSIDER AND APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 the Section 13 and 61 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder the consent of the members of the company be and is hereby accorded to alter the Memorandum of Association of the company by deleting the existing clause 5 and substituting in its place the following new clause 5 as under

V. The Authorised Share Capital of the Company is ₹10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) equity shares of ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any director or duly constituted committee of directors and/or any officer(s) of the Company for the purpose of giving effect to the resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof authorized by the Board) be and is hereby authorized to negotiate, finalize, settle, and execute all necessary documents, agreements, deeds, applications, and writings as may be required incidental for giving effect to this Resolution, including making modifications as may be required by any statutory or concerned authorities.

RESOLVED FURTHER THAT, the Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including signing of various forms and documents with the concerned statutory authorities including Registrar of Companies and to settle questions, difficulties or doubts that may arise in this regard and to take all such steps as may be deemed necessary and incidental to give effect to the aforesaid Resolution."

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4. TO CONSIDER AND APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

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

RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded for altering the Articles of Association of the Company by inserting the following new Article after the existing Articles:

Notwithstanding anything contained in these Articles, the Company may, subject to compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, frame and implement Employee Stock Option Plan(s)/Scheme(s), Employee Stock Purchase Scheme(s), or any other employee benefit scheme(s), and issue, offer, allot or grant shares, options, warrants or other securities pursuant thereto to the employees, directors and such other eligible persons of the Company and/or its Holding company or subsidiaries, as may be determined by the Board of Directors from time to time subject to necessary approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof authorized by the Board) be and is hereby authorized to negotiate, finalize, settle, and execute all necessary documents, agreements, deeds, applications, and writings as may be required incidental for giving effect to this Resolution, including making modifications as may be required by any statutory or concerned authorities.

RESOLVED FURTHER THAT, the Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including signing of various forms and documents with the concerned statutory authorities including Registrar of Companies and to settle questions, difficulties or doubts that may arise in this regard and to take all such steps as may be deemed necessary and incidental to give effect to the aforesaid Resolution."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof authorized by the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and incidental for the purpose of giving effect to this resolution and making such modifications as may be suggested or required by the statutory authorities."

5. TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION SCHEME 2025 OF THE COMPANY:

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

"RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder (including any statutory

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modification(s) or re-enactment(s) thereof for the time being in force) and subject to the Memorandum of Association and Articles of Association of the Company (as amended from time to time) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board, the consent of the Members of the Company be and is hereby accorded to approve and adopt the Employee Stock Option Scheme 2025 (hereinafter referred as "ESOP Scheme 2025"), ARYA ESOP Scheme, 2025, as placed before the Members.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing and subject to conformity with the applicable provisions of law, the Board of Directors (which shall be deemed to include any Committee thereof) be and is hereby authorized to make such modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP Scheme, from time to time, "as it may, in its sole and absolute discretion, deem fit.

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and in accordance with the ESOP Scheme – 2025 of the Company, the consent of the members be and is hereby accorded to create and allocate an Employee Stock Option Pool ("ESOP Pool") of up to 10% (Ten Percent) of the paid-up equity share capital of the Company for the benefit of present and future employees of the Company.

RESOLVED FURTHER THAT the Board of Directors (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof) be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee duly authorized by the Board) to create, offer, issue and grant from time to time up to 5,000 (Five Thousand) Employee Stock Options ("ESOPs") (10% of the paid up capital of the company), exercisable into not more than 5,000 (Five Thousand) fully paid-up equity shares of the Company of face value INR 10/- (Indian Rupees Ten only) each, in one or more tranches, to eligible employees of the Company, on such terms and conditions and at such price or prices as may be determined by the Board in accordance with the ESOP Scheme – 2025 and in due compliance with applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP Scheme -2025 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP Scheme-2025

and do all other things incidental and ancillary thereof."

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RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the all-applicable laws and regulations to the extent relevant and applicable to ESOP-2025

RESOLVED FURTHER THAT the Board of directors (including any committee thereof) be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorized, subject to necessary approvals, if any required, to issue and allot equity shares upon exercise of the options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the company.

RESOLVED FURTHER THAT any of the Director of the company be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT all the Directors of the company, be and are hereby severally authorized to issue the certified true copies of the foregoing resolutions as and when required.

6. TO CONSIDER AND APPROVE THE GRANT OF INTER CORPORATE DEPOSITS TO GPSR ARYA ONE PRIVATE LIMITED

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

RESOLVED THAT pursuant to the provisions of Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors to grant Inter- Corporate Deposits(ICDs) from time to time to GPSR Arya One Private Limited (Arya One) , being a body corporate, for an aggregate amount not exceeding ₹ 50,00,000/- (Rupees Fifty Lakh only) in one or more tranches as may be required, on such terms and conditions (including the rate of interest, tenure, repayment schedule, security, etc.) as may be determined by the Board of Directors of the Company and mutually agreed among the parties.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, determine, vary and fix, from time to time, the terms and conditions of the aforesaid ICD(s), and to negotiate, settle, approve and execute all necessary deeds, documents, agreements, undertakings or writings, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient for giving effect to this resolution, including making any alteration(s) or modification(s) to the terms and conditions of the ICD(s) as may be required in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate its powers in this regard to any Director or any other authorized person of the Company, as it may deem fit, for the purpose of finalizing, executing and implementing the terms and documents related to the aforesaid ICD(s).

RESOLVED FURTHER THAT any of the Director of the company be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as

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may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT all the Directors of the company, be and are hereby severally authorized to issue

the certified true copy of the resolutions as may be required

//BY THE ORDER OF BOARD//

For on behalf of GPSR ARYA PRIVATE LIMITED

A handwritten signature in blue ink, appearing to read "Sree Krishna Sankar".

Director: Sreekrishna Sankar DIN:

05275764

**Address: No. 30/2, Hoodi Chinnaiah Reddy Industrial
Estate, Hulimangala, Jigani Hobli, Bangalore -560105**

Date: 28.08.2025

Place: Bangalore

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

ITEM NO. 2 & 3- TO CONSIDER THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Company proposes to increase its Authorized Share Capital to enable future business expansion, issue of additional shares, and implementation of employee stock option schemes, as may be required from time to time from Rs. 5,00,000/- (Rupees Five Lakhs only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000/- (One lakh) Equity Shares of Rs. 10/- each by the creation of additional capital of Rs. 5,00,000/- (Rupees Five lakh only) divided into 50,000 (Fifty Thousand) equity shares of Rs. 10/- each, each ranking pari-passu in all respect with the existing equity shares of the Company.

Pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, increase in Authorised Share Capital requires the approval of the Members by way of an Ordinary Resolution.

Consequent upon the increase in Authorised Share Capital as stated in Item No. 2 and 3 above, it is necessary to alter/amend Clause 5 of the Memorandum of Association of the Company to reflect the revised capital structure of the Company.

Pursuant to the provisions of Sections 13 and 61 read with Section 64 and other applicable provisions of the Companies Act, 2013, alteration of the Memorandum of Association requires the approval of the Members by way of ordinary resolution.

The Board of Directors in its meeting held on 28th August 2025, approved the proposal for increase in Authorised Share Capital and alteration in the Memorandum of Association of the company and recommends the same for approval of the Members.

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

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.

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

ITEM NO. 4 – TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association of the Company do not expressly provide for the issue of shares under an Employee Stock Option Plan (ESOP) or other employee benefit schemes.

In order to incentivize, reward and retain employees and other eligible persons of the Company or its holding and subsidiaries, it is proposed to adopt an ESOP Scheme. Pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Company requires an enabling provision in its Articles of Association to authorise the issue of grants, options, shares etc to employees and other eligible persons

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under an ESOP Scheme or any other share-based employee benefit plan.

Accordingly, it is proposed to insert a new Article in the Articles of Association of the Company authorising the Board to formulate, implement and operate an ESOP Scheme or other share-based schemes and to issue shares pursuant thereto.

The New clause proposed to be added is as follows:

Notwithstanding anything contained in these Articles, the Company may, subject to compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, frame and implement Employee Stock Option Plan(s)/Scheme(s), Employee Stock Purchase Scheme(s), or any other employee benefit scheme(s), and issue, offer, allot or grant shares, options, warrants or other securities pursuant thereto to the employees, directors and such other eligible persons of the Company and/or its Holding company or subsidiaries, as may be determined by the Board of Directors from time to time subject to necessary approvals as may be required.

The proposed alteration of the Articles of Association is subject to the approval of the Members of the Company by way of a Special Resolution.

A copy of the draft amended Articles of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution, except to the extent of shares that may be offered to them under the ESOP Scheme, if eligible.

The Board recommends this Resolution for approval of the Members as Special Resolution.

5. TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION SCHEME 2025 OF THE COMPANY

The Company recognizes that its employees are a key resource and play a crucial role in its growth. To attract, retain and motivate talented employees and to encourage them to participate in the long-term growth and financial success of the Company, it is proposed to approve and adopt the Employee Stock Option Scheme – 2025 and grant upto 5000 options to the eligible employees thereto under the scheme.

It is also proposed to create ESOP Pool of up to 10% of its paid-up equity share capital under this Scheme and in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the Members by way of a Special Resolution is required.

The Board of Directors of the Company, has approved the introduction of an Employee Stock Option Scheme- 2025, subject to the approval of the member of the company in its meeting held on 28.08.2025.

The Disclosure as required under Rule 12, are as under:

Sr.no	Clauses	Particulars
a)	the total number of stock options to be granted	Up to 5000 options i.e. 10% of the paid-up share capital of the company, in one or more tranches, as may be decided by the Board (including any committee thereof), subject to applicable law and

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		overall limits approved by the shareholders.
b)	identification of classes of employees entitled to participate in the Employees Stock Option Scheme	a. permanent employee of the Company who has been working in India or outside India; b. a Director of the Company, whether a whole-time director or not but excluding an independent director; or c. an employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company but does not include- (i) an employee who is a promoter or a person belonging to the promoter group; or (ii) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the company. as per the applicable provisions of the Companies Act, 2013 and as determined by the Board of Directors from time to time.
c)	the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;	The Eligibility Criteria subject to which an Employee would become entitled to be granted Options under the Scheme; Example: Employee Seniority, Loyalty, Work experience, Performance track record, future potential and/or such criteria as may be determined by the Board at its sole discretion.
d)	the requirements of vesting and period of vesting	Unless otherwise specified, all Options Granted on any date shall Vest in accordance with the terms set out in the Grant Letter, as may be determined by the Board. There shall be a minimum period of one year between Grant of options and vesting of options. Options granted under the scheme shall vest subject to continued employment and such performance conditions as may be determined. The Unvested Options shall vest with the Employee as provided in the Agreement / Grant Letter. In case the Scheme or the Grant Letter sets out any conditions, which needs to be met or satisfied and such conditions are not satisfied, the unvested options shall

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		automatically lapse without surviving rights/liabilities for any party. Subject to Clause of the Scheme, the Board at their discretion may alter the conditions of vesting or accelerate the vesting of the Options, as they deem fit, upon occurrence of the Liquidity Event.
e)	The maximum period within which the options shall be vested	There shall be a minimum period of one year between Grant of options and vesting of options. The maximum period will be determined by Board from time to time and as set out in the grant letter and / or any other document executed by the Option Holder
f)	the exercise price or the formula for arriving at the same;	The exercise price shall be determined by the Board at the time of grant, subject to applicable law, and may be at par, at a discount, at a premium, or based on a formula.
g)	the exercise period and process of exercise	A period of 10 years from the date of Grant of Options unless the Board / Committee decides otherwise, within which an employee should exercise his right to apply for shares against the Vested Options in pursuance of the Scheme and in accordance with the terms set out in the Grant Letter, as may be determined by the Board. Options shall be exercisable within such period and in such manner as may be determined by the Board or Committee, if any.
h)	the Lock-in period, if any	Shares issued under the Plan shall be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company, the Grant Letter, and / or any other document executed by the Option Holder, or such other requirement as maybe prescribed under Applicable Laws as specified in the ESOP Plan and as determined by the Board from time to time
i)	the maximum number of options to be granted per employee and in aggregate	a) The number of options to be granted per employee shall be determined by the Board from time to time, subject to such limits and necessary approvals as may be prescribed

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		under applicable law and the scheme b) In aggregate: upto 5000 options
j)	the method which the company shall use to value its options	The Company shall follow the applicable accounting policies and standards; such other method of valuation as may be approved by the Board.
k)	the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Options shall lapse in case of termination of employment for misconduct or other grounds as specified in the scheme. The Board may also prescribe additional grounds for lapse in line with the scheme
l)	the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	In the event of resignation or termination of employment, all options not vested in the employee as on that day shall expire. However, the employee can exercise the options granted to him which are vested within the period specified in this behalf, subject to the terms and conditions under the scheme granting such options as approved by the Board
m)	a statement to the effect that the company shall comply with the applicable accounting standards	The Company shall follow the applicable Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein

A draft copy of ESOP 2025 is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

Accordingly, the approval of the Members is sought for adoption of ESOP 2025 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution, except to the extent of options that may be granted to them under the Scheme, if eligible.

The Board recommends the Special Resolution for approval of the Member.

ITEM 6: TO CONSIDER AND APPROVE THE GRANTING OF INTER CORPORATE DEPOSIT TO GPSR ARYA ONE PRIVATE LIMITED AMOUNTING TO INR 50 LAKH ONLY.

The Company, proposes to grant Inter-Corporate Deposits (ICDs) to GPSR Arya One Private Limited (a company within the same group), from time to time, for its business requirements.

Pursuant to the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company are interested, subject to the approval of the Members by way of a Special Resolution.

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Further, in terms of Section 186 of the Companies Act, 2013, the Company is required to obtain the approval of Members by way of a Special Resolution if the amount of loans and investments, guarantees or securities to be provided by the Company exceeds the limits prescribed under the said section.

The Board of Directors considers that the grant of ICD(s) to Arya, up to an aggregate outstanding amount not exceeding INR 50 Lakh only, would be in the best interest of the Company and its stakeholders. The Board in its meeting held on 12.08.2025 has approved and recommended the same to the members for its approval.

The ICDs shall be granted on such terms and conditions, including interest rate, tenure, repayment schedule and security (if any), as may be determined by the Board from time to time in compliance with applicable laws.

Accordingly, the approval of the Members is sought for passing the Special Resolution set out in the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding/interest in Arya, are concerned or interested in the resolution.

The Board recommends the Special Resolution for approval of the Members.

//BY THE ORDER OF BOARD//

For on behalf of GPSR ARYA PRIVATE LIMITED

Director: Sreekrishna Sankar

DIN: 05275764

Address: No. 30/2, Hoodi Chinnaiah Reddy Industrial Estate, Hulimangala, Jigani Hobli, Bangalore -560105

Date: 28.08.2025

Place: Bangalore

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915 | PAN - AAKCG0351M |

Ph: 91 80 2960 0689

Registered Office Address: No. 30/2, Hoodi Chinnaiah Reddy Industrial Estate, Hulimangala, Jigani Hobli, Anekal Taluk, Bangalore -560105, Karnataka, IN | Email: info@arya.eco | Website: arya.eco/



Notes:

The shareholders are requested to note that:

1. In view of the COVID 19 pandemic, Ministry of Corporate Affairs' General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023, 9/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and 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.
2. 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

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. 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 available for the AGM through video conferencing and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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,

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pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.

5. 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.
6. 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.
7. 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.
8. 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.
9. Representation Forms in order to be valid must be shared to the email ID (compliance@gpsrenewables.com) before the commencement of the Meeting.
10. Members attending the Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the Meeting will be held through VC the Route Map is not annexed in this Notice as stated in the MCA Circulars.

//BY THE ORDER OF BOARD//

For on behalf of GPSR ARYA PRIVATE LIMITED

Director: Sreekrishna Sankar

DIN: 05275764

Address: No. 30/2, Hoodi Chinnaiah Reddy Industrial Estate, Hulimangala, Jigani Hobli, Bangalore -560105

Date: 28.08.2025

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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: Mail: compliance@gpsrenewables.com Mobile No: +91 8840990534

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