



NOTICE

Notice is hereby given that the **First Annual General Meeting** (“AGM” / “Meeting”) of GPSR ARYA PRIVATE LIMITED (“Company”) will be held on **Thursday, the 28th September 2023 at 11.30 A.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 and General Circular no. 10/2022 dated September 28, 2022 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 2023, 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 2022-23.**

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 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. Appointment of Statutory Auditors for the period of five years and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. B S R & Co. LLP., Chartered Accountants bearing Firm Registration Number 101248W/W-100022 (Registered with The Institute of Chartered Accountants of India) be and are hereby appointed as the Auditors for the period of five years to hold office from the conclusion of the First Annual General Meeting until the conclusion of the Sixth



Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the said audit fee may be paid to the Auditors on a progressive billing basis on the basis of the schedule of work to be agreed between the auditor and the Board of Directors/Authorized Personnel.”

SPECIAL BUSINESS:

- 3. To consider and approve intercorporate investment/giving loan, guarantee in Special Purpose Vehicle(s) (SPV) in excess of the limits prescribed in Section 186 of the Companies Act 2013 and authorization for execution of necessary documents for and on behalf of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 179, 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (the “Act”) (including any amendment thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporates to be formed or set up as Special Purpose Vehicles in the form of Joint Ventures, Subsidiaries, Associate Companies or in any other permissible forms, whether in India or outside, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Subsidiaries and other Bodies Corporate: Rs. Thirty Seven Lakh Fifty Thousand (Rupees 37,50,000 only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Mainak Chakraborty, Director and/or Mr. Sreekrishna Sankar, the Promoter Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for



obtaining approvals, statutory or otherwise, in relation to the above and to do all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company, to make necessary entries in the Statutory registers of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

4. To consider the appointment of Ms. Anjana Seshadri as Nominee Director of the company.

To consider and, if thought fit, to pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force), the appointment of Ms. Anjana Seshadri (DIN: 09706116) as Nominee Director be and is hereby approved.”

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

Sd/-

Director: Sreekrishna Sankar

DIN: 05275764

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

Date: 19.08.2023

Place: Bangalore

GPSR Arya Private Limited

CIN - U40106KA2022PTC165915, PAN - AAKCG0351M



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

ITEM NO. 3:

To consider and approve intercorporate investment/giving loan, guarantee in Special Purpose Vehicle(s) (SPV) in excess of the limits prescribed in Section 186 of the Companies Act 2013 and authorisation for execution of necessary documents for and on behalf of the Company.

Your Company proposes to consider business collaboration and investment proposals towards various Special Purpose Vehicle(s) (SPV) in the form a Joint Venture and/or Wholly Owned Subsidiary ('WOS') Company and / or Associate Companies in India and outside India.

Your Company is planning to invest by subscribing to equity shares / or by way of investing in the form of Debentures of the various SPVs in its own name through authorised representatives and nominee, as may be decided by the Board. There may arise requirements of granting loans / guarantees.

Pursuant to Section 186 (2), no Company shall directly or indirectly:

- a) give any loan to any person or other Body Corporate;
- b) give any guarantee or provide security in connection with a loan to any other Body Corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other Body Corporate.

exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment (except investment made in its wholly owned subsidiary company) or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting.

In view of the above and considering the long- term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies



corporates, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Accordingly, the Board of Directors in its meeting held on August 19, 2023 approved the threshold upto Rs. 37,50,000 for investments in favor of Subsidiaries, other Bodies Corporate over and above the limit specified under section 186 of the Companies Act, 2013 subject to approval of the Shareholders.

Therefore, it is proposed to seek approval of members by way of a Special Resolution under Section 186(2) of the Companies Act, 2013 to authorize the Board of Directors (which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), of the Company to make investments into various persons and bodies corporate from time to time.

Hence, the Board of Directors recommends the Special Resolution as set out at Item No. 3 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

ITEM NO. 4:

To consider and approve the appointment of Ms Anjana Seshadri as Nominee Director of the company.

In accordance with Shareholders Agreement dated January 25, 2022 executed agreement between the Company, SLV-SME Fund ("Investor"), Mr. Mainak Chakraborty and Mr. Sreekrishna Sankar ("Promoters"), Ms. Anjana Seshadri was nominated for appointment as Directors on behalf of the Investor on the Board of GPSR Arya Private Limited.

Brief profile and other requisite details in respect of Ms Anjana Seshadri are annexed to the Notice as **Annexure 1** to the Notice.

The Board in its meeting held on August 19, 2023 has approved the appointment of Ms. Anjana Seshadri as Nominee Director on the Board of the Company.

The Directors recommend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the members of the Company to be passed as an Ordinary Resolution.



Except Ms. Anjana Seshadri, who is interested in Item No. 4, 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

Sd/-

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

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

info@arya.eco

arya.eco/



ANNEXURE 1

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

Name	Ms. Anjana Seshadri
Age	40
Qualifications	Masters, Planning with specialization in environment B.Arch, Architecture
Experience/ Achievements	She has 13+ years' of experience in the field of sustainability and ESG and leads the ESG and impact evaluation, action plan evaluation for the SVL-SME fund. She has also lead the sustainability programme at IndusInd Bank. She has been awarded as Top under 40 AIF Professionals in 2021.
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. HHP Two Private Limited 2. HHP One Private Limited 3. Hygenco Green Energies Private Limited 4. Chakr Innovation Private Limited
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 and General Circular no. 10/2022 dated September 28, 2022 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, 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.



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 - U40106KA2022PTC165915, PAN - AAKCG0351M

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