

NOTICE

NOTICE is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **GRE RENEW ENERTECH PRIVATE LIMITED** (CIN: U31100GJ2008PTC055304) will be held at a shorter notice, at 11:30 AM on 22nd May 2024 at the Registered Office of the Company situated at Plot No. 423, G.I.D.C.-II, Dediyaan, Mehsana, Gujarat, India, 384002 to transact the following business:

ORDINARY BUSINESS:

- 1. To Receive, Consider and Adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Statutory Auditors thereon.**

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 134 and Section 137 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), audited standalone and consolidated annual financial statement of the company comprising of balance-sheet as on 31st March 2024, and profit and loss account ending on that date along with the Cash Flow Statement as at 31st March 2024 and the Explanatory Notes annexed to, or forming part of any document referred above as placed before the Members and initialed by the Chairperson for the purpose of identification be and are hereby received, considered and adopted."

RESOLVED FURTHER THAT Any Director of the Company and be and are hereby jointly authorized to sign the annual Financial Statement of the Company comprising of Balance Sheet as at 31st March, 2024, Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement as at 31st March, 2024 and the Explanatory Notes annexed to, or forming part of any document referred above."

SPECIAL BUSINESS:

- 2. Regularisation of Additional Director, Mr. Mukeshkumar Trivedi (DIN: 10576988) As Director 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 Sections 161 of the Companies Act, 2013 read Rules 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act 2013 (including any modification or re-enactment thereof), the consent of the members be and is hereby accorded for appointment of Mr. Mukeshkumar Trivedi (DIN: 10576988) as Director categorized as Executive Director in the board of the company."



3. Regularisation of Additional Director, Mr. Lokesh Dave (DIN: 03494303) as an Independent Director 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Lokesh Dave (DIN : 03494303) as Director, categories as Independent Non-Executive Director of the Company w.e.f. 18/05/2024 for a period of 5 years from [18/05/2024] to [17/05/2029] on the terms and conditions decided between him and the company and shall not be liable to retire by rotation.”

4. Regularisation of Additional Director, Mr. Mehul Rajput (DIN: 10529340) as an Independent Director of The Company:

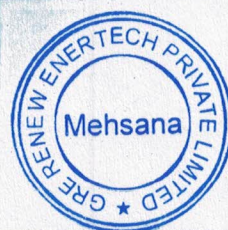
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, the consent of the Members of the company be and is hereby accorded for the appointment of Mr. Mehul Rajput (DIN: 10529340) as Director, categories as Independent Non-Executive Director of the Company w.e.f. 18/05/2024 for a period of 5 years from [18/05/2024] to [17/05/2029] on the terms and conditions decided between him and the company and shall not be liable to retire by rotation.

5. Regularisation of Additional Director, Ms. Kavita Khatri (DIN: 08271931) as an Independent Director 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded for the appointment of Ms. Kavita Khatri (DIN: 08271931) as Director, categories as Independent Non-Executive Director of the Company w.e.f. 18/05/2024 for a period of 5 years from [18/05/2024] to [17/05/2029] on the terms and conditions decided between him and the company and shall not be liable to retire by rotation.



6. Increase in The Authorized Share 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 section 61, 64 and other applicable provisions, if any of the Companies Act 1913 and Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 the Authorized capital of the company, the consent of the Members of the company be and is hereby accorded to increase the Authorised Share capital of the company from 12,50,00,000/- (Rupees Twelve Crore Fifty Lacs only) consisting of 1,25,00,000 (One Crore Twenty Five Lakh only) Equity Shares of Rs. 10 /- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with existing equity shares of the company.;

"RESOLVED FURTHER THAT pursuant to Provision of the section 13 of Companies Act 2013 Capital Clause Memorandum Association of the Company be altered by substituting the following Capital Clause with existing Capital Clause.

Clause V.

The Authorized capital of the company is Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rs. 10 (Ten) each.

7. Issue of Bonus Share:

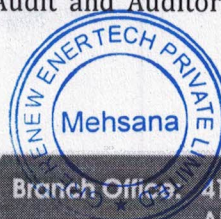
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**

"RESOLVED THAT in pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, and the rules made thereunder, and as per the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the consent of the members be and is hereby accorded to board for capitalize a sum not exceeding Rs 9.21 Crores from and out of the free reserve, for the purpose of issuance of bonus shares in the proportion of 7 (Seven) Bonus Equity Share of Rs. 10 for every 1 (One) fully paid-up Equity Shares of Rs. 10/- each held by them, credited as fully paid-up to the holders of the Equity shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board, and the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid-up capital of the Company.

8. Appointment of Statutory Auditor:

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

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any



statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. **Dhiren H Pandya & Associates LLP, Chartered Accountants, (FRN No. 114307W/W100348)**, be and is hereby appointed as **Statutory Auditors of the Company** for the term of 5 financial years commencing from FY 2024-25 till 2028-29 from the conclusion of this meeting till the conclusion of the Annual General Meeting of the Company to be held in the year 2029, on remuneration and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit as may be mutually agreed between the Board of Directors the Company and the Statutory Auditors."

RESOLVED FURTHER THAT M/s. Dhiren H Pandya & Associates LLP, Chartered Accountants, (FRN No. 114307W/W100348) be and is hereby appointed as Peer Review Auditor of the company to re-audit the financials & redrawn/restated the financials as per the Companies, Act 2013 and requirement of the SEBI Guidelines and submit the audit reports to the Board for aforesaid purpose."

By Order of the Board,
For and on behalf of the Board,



KAMLESHKUMAR PATEL
(MANAGING DIRECTOR)
(DIN: 02061331)

Date: 18/05/2024
Place: Mehsana



By Order of the Board,
For and on behalf of the Board,



KIRTIKUMAR SUTHAR
(DIRECTOR)
(DIN: 02061296)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the special business is annexed hereto.
3. Members are requested to:
 - a. Intimate, if shares are held in the same name or in the same order and names, but in more than account to enable the company to club they said accounts into one account.
 - b. Notify immediately the change in their registered address, if any, to the company.
4. The Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, copies are being sent by the permitted mode.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



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

2. Appointment of Mr. Mukeshkumar Trivedi (Din: 10576988) As Director of The Company.

The Board of Directors of the Company at the Board meeting held on 31st March 2024 has appointed Mr. Mukeshkumar Trivedi, as an additional director categorized as an Executive Director on the Governing Board of the Company, with effect from March 31, 2024, and liable to retire by rotation.

In view of the Companies Act, 2013 the appointment of a director shall be subject to approval of Members.

None of the Directors or Key Managerial Personnel of the Company except Mr. Mukeshkumar Trivedi was, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

3. Appointment of Mr. Lokesh Dave (DIN: 03494303) an Independent Director of The Company:

The Board of Directors of the Company at the Board meeting held on 18th May 2024 has appointed Mr. Lokesh Dave, as director to be categorized as an Independent Director on the Governing Board of the Company, not liable to retire by rotation, with effect from May 18, 2024, to hold the office as an Independent Director for a term of five years, subject to the approval of Members in the ensuing Annual General Meeting.

Mr. Lokesh Dave meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Lokesh Dave, a qualified company secretary having 25 years of experience in the field of Corporate compliance management, Corporate finance, Fundraising through IPO and PE, Legal due diligence, Legal advisory, etc.

The above mentioned director do not hold any equity shares in the Company not by themselves or for any other person on a beneficial basis, any shares in the Company.

The Board considers that the appointment of Mr. Lokesh Dave as independent of the management of the Company and their association, experience in their respective fields would be of extensive benefit to the Company.

Hence, the Board recommends the ordinary resolution set out at Item No. 3 of this Notice for approval of the Members of the Company.



Necessary documents for the appointment of directors are available for inspection by the Members of the Company at the Registered Office of the Company during the business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM based on the requests received by the company at cs@greindia.com

Except Mr. Lokesh Dave being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of this Notice.

4. Appointment of Mr. Mehul Rajput (DIN: 10529340) an Independent Director of The Company:

The Board of Directors of the Company at the Board meeting held on 18th May 2024 has appointed Mr. Mehul Rajput, as director to be categorized as an Independent Director on the Governing Board of the Company, not liable to retire by rotation, with effect from May 18, 2024, to hold the office as an Independent Director for a term of five years, subject to the approval of Members in the ensuing Annual General Meeting.

Mr. Mehul Rajput meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Mehul Rajput holds an M.com, L.L.M., and C.S. degree, as well as 8 years of experience advising on legal matters and appearing before various quasi-judicial authorities such as the NCLT, ROC, and RD.

The above mentioned director do not hold any equity shares in the Company not by themselves or for any other person on a beneficial basis, any shares in the Company.

The Board considers that the appointment of Mr. Mehul Rajput as independent of the management of the Company and their association, experience in their respective fields would be of extensive benefit to the Company.

Hence, the Board recommends the ordinary resolution set out at Item No. 4 of this Notice for approval of the Members of the Company.

Necessary documents for the appointment of directors are available for inspection by the Members of the Company at the Registered Office of the Company during business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM based on the requests received by the company at cs@greindia.com

Except Mr. Mehul Rajput being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of this Notice.



5. Appointment of Ms. Kavita Khatri (DIN: 08271931) an Independent Director of The Company:

The Board of Directors of the Company at the Board meeting held on 18th May 2024 has appointed Ms. Kavita Khatri, as director to be categorized as an Independent Director on the Governing Board of the Company, not liable to retire by rotation, with effect from May 18, 2024, to hold the office as an Independent Director for a term of five years, subject to the approval of Members in the ensuing Annual General Meeting.

Ms. Kavita Khatri meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Ms. Kavita Khatri, a Company Secretary has 13 years of professional experience as a Practicing Company Secretary and involved in providing services related to compliance under various Laws and giving advice in legal matters and associated with companies like Accurate Securities And Registry Private Limited, Phonewale Limited.

The above mentioned director do not hold any equity shares in the Company not by themselves or for any other person on a beneficial basis, any shares in the Company.

The Board considers that the appointment of Ms. Kavita Khatri as independent of the management of the Company and their association, experience in their respective fields would be of extensive benefit to the Company.

Hence, the Board recommends the ordinary resolution set out at Item No. 5 of this Notice for approval of the Members of the Company.

Necessary documents for the appointment of directors are available for inspection by the Members of the Company at the Registered Office of the Company during business hours (except on Saturdays and Sundays) and will also be available at the venue of the AGM till the conclusion of the AGM based on the requests received by the company at cs@greindia.com

Except Ms. Kavita Khatri being the appointee under this resolution, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of this Notice.

6. Increase in The Authorized Share Capital of The Company

At the Board meeting held on 18th May 2024 the directors of the Company put forward that In view of growth, and increased volume of the business and to manage its working capital, the Company requires additional finance. The Company shall in a near future feel the gap of authorized and Paid-up Equity Share Capital and bring in to New Equity.

Further it is advisable to increase the authorized capital with view for capitalization of profit and the issue equity shares to the Company in future.



Considering the same, the board is requested to pass the following resolution, with or without modification.

Pursuant to the provisions of Section 13 & 61 and 64 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

7. Issue of Bonus Share:

Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2024 total free reserves and surplus of the Company is Rs. 10.49 crores. With a view to capitalize and to rationalize the capital structure, Board of Directors in its meeting held on Saturday, May 18, 2024 have proposed to issue bonus shares at the ratio of 7:1 [i.e. 7 (Seven) fully paid up equity shares for every 1 (One) equity shares held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 7 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

8. Appointment of Statutory Auditor:

At the Annual General Meeting held on September 30, 2019, M/s. Ashwin K. Yagnik & Co., Chartered Accountants (FRN No. 100710W with ICAI), were appointed as Statutory Auditors of the Company for a period of five years, from the conclusion of the Annual General Meeting held on September 30, 2019 until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2024.

The company is planning to raise funds in the near future through the issuance of equity shares to the general public through an initial public offering (IPO) by listing its shares on the stock exchange.

Considering the above, it is required to have a peer-reviewed firm certified to be appointed as the statutory auditor of the company.

Pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended, approval of the shareholders is required to be accorded for the appointment of another auditor in place of the retiring auditor by way of passing a Special Resolution



Accordingly, the Directors recommend the matter and the resolution set out under Item no. 8 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

**By Order of the Board,
For and on behalf of the Board,**



**KAMLESHKUMAR PATEL
(MANAGING DIRECTOR)
(DIN: 02061331)**

Date: 18/05/2024
Place: Mehsana



**By Order of the Board,
For and on behalf of the Board,**



**KIRTIKUMAR SUTHAR
(DIRECTOR)
(DIN: 02061296)**