



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) for the Financial Year 2024-25 of the Members of **Greenhitech Ventures Limited (Company)** will be held on Wednesday, February 19, 2025 at 11:00 A.M. at the Registered office of the Company situated at B27/92 K1, Jawahar Nagar Colony, Bhelupura, Varanasi, Varanasi, Uttar Pradesh - 221010, to transact the following business:

SPECIAL BUSINESSES:

1. ALTERATION THE ARTICLES OF ASSOCIATION (AOA) OF 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 Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by Alteration in article 14 sub clause (1) (C) of the Articles of Association of the Company with the following Article:

“14 (1)(C) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

2. INCREASING IN AUTHORISED SHARE CAPITAL OF 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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (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 for increasing the Authorized Share Capital of the Company from existing Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional Rs.10,00,00,000 (Rupees Ten Crores Only) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:



V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

3. TO CONSIDER AND APPROVE ISSUE OF 2,73,600 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

*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 23, 42, 62 (1)(c), and other applicable provisions, if any, of the Companies Act, 2013 as amended (“the Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, as amended from time to time, and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations and guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchange and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company (“Members”) is accorded to the Board to create offer, issue allot and deliver in one or more tranches upto 2,73,600 (Two Lacs Seventy Three Thousand Six Hundred) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety-five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 2,87,28,000 (Rupees Two Crores Eighty Seven Lacs Twenty Eight Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 7,600 Equity Shares representing 76% shareholding of the Tritech Industrial Solutions Private Limited (“TISPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 2,73,600 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in TISPL).”



Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be swapped in TISPL	No. of Equity Shares to Issue and Allot against swapping	Current Status / Category	Proposed Status / Category
1.	Sandeep Kumar Maurya	3,000	1,08,000	Non-Promoter	Non-Promoter
2.	Sudhir Kumar Tiwari	3,000	1,08,000	Non-Promoter	Non-Promoter
3.	Niraj Trigun	1,600	57,600	Non-Promoter	Non-Promoter
	Total	7,600	2,73,600		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is Monday, January 20, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued, and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any one of the Director’s and Company Secretary & Compliance officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.



RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the aforesaid Authorized Signatories of the Company be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid Authorized Signatories of the Company be are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/ any officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution, and all incidental and ancillary things done are hereby approved and ratified in all respect.”

4. TO CONSIDER AND APPROVE ISSUE OF 71,44,637 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

*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 23, 42, 62 (1)(c), and other applicable provisions, if any, of the Companies Act, 2013 as amended (“the Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, as amended from time to time, and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations and guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchange and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company (“Members”) is accorded to the Board to create offer, issue allot and deliver in one or more tranches upto 71,44,637 (Seventy One Lacs Forty Four Thousand Six Hundred Thirty Seven) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety-Five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 75,01,86,885 (Rupees Seventy Five Crores One Lac Eighty Six Thousand Eight Hundred Eighty Five Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 71,44,637 Equity Shares representing 100% shareholding of the Greenkashi Bio Energy Private Limited (“GBEPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are a Promoter and who are belong to the Promoter Group and Non-promoter of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 71,44,637 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in GBEPL).”

Details of the Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be swapped in GBEPL	No. of Equity Shares to Issue and Allot against swapping	Current Status / Category	Proposed Status / Category
1.	Naved Iqbal	30,55,000	30,55,000	Promoter	Promoter
2.	Javed Iqbal	3,80,000	3,80,000	Promoter	Promoter
3.	Shagufta Javed	4,29,250	4,29,250	Promoter	Promoter
4.	Mohammad Nadeem	1,35,750	1,35,750	Promoter	Promoter
5.	Amit Kumar Singh	5,00,000	5,00,000	Non-Promoter	Non-Promoter
6.	Olatech Solution Limited	5,00,000	5,00,000	Non-Promoter	Non-Promoter
7.	Samuel Michael Bruce	21,44,637	21,44,637	Non-Promoter	Non-Promoter
	Total	71,44,637	71,44,637		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is Monday, January 20, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the



minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (vi) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (vii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- (viii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (ix) The Equity Shares so offered, issued, and allotted shall not exceed the number of Equity Shares as approved herein above.
- (x) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any one of the Director's and Company Secretary & Compliance officer of the Company ("Authorized Signatories") be and are hereby severally authorized to take necessary steps for listing the equity shares, issued, and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the aforesaid Authorized Signatories of the Company be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters,



share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid Authorized Signatories of the Company be are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/ any officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution, and all incidental and ancillary things done are hereby approved and ratified in all respect.”

5. TO CONSIDER AND APPROVE ISSUE OF 8,71,000 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH:

*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 the Section 23, 42 and 62 (1) (c) and other applicable provisions of the Companies Act, 2013 as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), as amended from time to time, as amended from time to time, the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchange and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 8,71,000 (Eight Lacs Seventy One Thousand) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety-five Only) (‘Preferential Allotment



Price'), aggregating to Rs. 9,14,55,000 (Rupees Nine Crores Fourteen Lacs Fifty Five Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee, as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Details of the Proposed Allottees

Sr. No.	Name of Proposed Allottees	No. of equity share to be allotted	Current Status / Category	Proposed Status / Category
1.	Visionary Wealth Creator Private Limited	47,000	Non-Promoter	Non-Promoter
2.	Satya Pal Gulati	47,000	Non-Promoter	Non-Promoter
3.	Purvi Dhwanil Shah	18,000	Non-Promoter	Non-Promoter
4.	Deevi Venkata Narasimha Sri Sairam	32,000	Non-Promoter	Non-Promoter
5.	Sumit Kanhayalal Gehani	47,000	Non-Promoter	Non-Promoter
6.	Jayanti Mathur	24,000	Non-Promoter	Non-Promoter
7.	Anmol Ajay Rathi	24,000	Non-Promoter	Non-Promoter
8.	Pushpa Ashok Madrecha	1,90,000	Non-Promoter	Non-Promoter
9.	Hiren Paramanand Shah	1,90,000	Non-Promoter	Non-Promoter
10.	Purple Rubix India Private Limited	47,000	Non-Promoter	Non-Promoter
11.	Ankit Gupta	14,000	Non-Promoter	Non-Promoter
12.	Ashish Poddar	24,000	Non-Promoter	Non-Promoter
13.	Saurabh Agarwal	24,000	Non-Promoter	Non-Promoter
14.	Amrita Amit Singh	96,000	Non-Promoter	Non-Promoter
15.	Vardan Signature Growth Fund	47,000	Non-Promoter	Non-Promoter
	Total	8,71,000		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is Monday, January 20, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.



- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued, and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary & Compliance officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take necessary steps for listing the equity shares, issued, and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, aforesaid authorized signatories be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid authorized signatories of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s) any officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.



RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done are hereby approved and ratified in all respect.”

6. TO CONSIDER AND APPROVE ISSUE OF 11,62,200 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH.

*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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”), and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 11,62,200 (Eleven Lacs Sixty-Two Thousand Two Hundred) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 105/- (Rupees One Hundred Five Only) (Warrant Issue Price) per Warrant aggregating to Rs. 12,20,31,000/- (Rupees Twelve Crores Twenty Lacs Thirty-One Thousand Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name	No. of Warrants	Current Status / Category	Proposed Status / Category
1.	Amit Kumar Singh	7,53,000	Non-Promoter	Non-Promoter
2.	Noida Holdings Private Limited	1,25,000	Non-Promoter	Non-Promoter
3.	All Rounder Marketing Private Limited	2,25,000	Non-Promoter	Non-Promoter
4.	Amit Mehta	50,000	Non-Promoter	Non-Promoter
5.	Deepak Jayantilal Shah	9,200	Non-Promoter	Non-Promoter
Total		11,62,200		

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the January 20, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.



RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary,



desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

7. INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.:

*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 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee



of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

**By order of the Board of Directors
For Greenhitech Ventures Limited**

**Place: Varanasi
Date: January 21, 2025**

**Sd/-
Naved Iqbal
Managing Director
DIN - 06685505**

Registered Office:
B27/92 K1, Jawahar Nagar Colony,
Bhelupura, Varanasi – 221010,
Uttar Pradesh, India
CIN: U19201UP2023PLC182123



NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), as amended, read with the relevant rules made thereunder, the Secretarial Standard No. 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons with respect to the Special Business set out in the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at B27/92 K1, Jawahar Nagar Colony, Bhelupura, Varanasi, Varanasi, Uttar Pradesh – 221010 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Skyline Financial Services Pvt. Ltd the Registrar and Share Transfer Agents of the Company situated at D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi, Delhi - 110020, for:

- (a) intimating any change in their address and/or bank mandate;
- (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
- (c) nominating any person to whom the shares shall vest in the event of death;



- (d) updating/registering their e-mail address for correspondence; and
 - (e) Any other queries with respect to shares held by them.
7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
 8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Skyline Financial Services Pvt. Ltd, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
 9. The Board of Director vide resolution dated January 21, 2025 has appointed M/s. Nikunj Kanabar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchange and will also be displayed on the Company’s website.
 10. The remote e-voting shall commence on Sunday, February 16, 2025 at 09:00 a.m. (IST) and shall end on Tuesday, February 18, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Wednesday, February 12, 2025 may cast their vote electronically.
 11. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company’s website i.e. www.greenhitech.org and on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
 13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Members may note that the EGM Notice will also be available on the Company’s website at www.greenhitech.org and on the website of BSE at www.bseindia.com The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com .
 14. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2



and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.

15. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

16. Instructions for Voting through electronic means ('e-Voting'):

The remote e-voting period begins on Sunday, February 16, 2025 at 09:00 a.m. (IST) and shall end on Tuesday, February 18, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, February 12, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being February 12, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a



mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

How to Log-in to NSDL e-Voting website

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast



- your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password',
- b) you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnikunjkanabar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@greenhitech.org
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@greenhitech.org If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

The Board of Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

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

ITEM NO. 2:

The present Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on January 21, 2025 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional Rs.10,00,00,000 (Rupees Ten Crores Only) Equity Shares of Rs. 10/- each, subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each by creating additional Rs.10,00,00,000 (Rupees Ten Crores Only) Equity Shares of Rs. 10/- each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of Directors, accordingly, recommends the passing of Special Resolution as set out at Item Number 2 of this Notice, for the approval of the members.



None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 2 of the Notice except to the extent of their shareholding.

ITEM NO. 3, 4, 5 & 6:

The Special Resolution contained in Item No. 3, 4, 5 & 6 of the notice, have been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, to issue and allot:

- Up to 2,73,600 (Two Lacs Seventy-Three Thousand Six Hundred) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety-Five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 2,87,28,000 (Rupees Two Crores Eighty Seven Lacs Twenty Eight Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 7,600 Equity Shares representing 76% shareholding of the Tritech Industrial Solutions Private Limited (“TISPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 2,73,600 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in TISPL).”
- Up to 71,44,637 (Seventy One Lacs Forty Four Thousand Six Hundred Thirty Seven) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety Five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 75,01,86,885 (Rupees Seventy Five Crores One Lac Eighty Six Thousand Eight Hundred Eighty Five Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 71,44,637 Equity Shares representing 100% shareholding of the Greenkashi Bio Energy Private Limited (“GBEPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are a Promoter and who are belong to the Promoter Group and Non-promoter of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 71,44,637 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in GBEPL).
- Up to 8,71,000 (Eight Lacs Seventy One Thousand) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety Five Only) (“Preferential Allotment Price”), aggregating to Rs. 9,14,55,000 (Rupees Nine Crores Fourteen Lacs Fifty Five Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottee, on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.
- Up to 11,62,200 (Eleven Lacs Sixty Two Thousand Two Hundred) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 105/- (Rupees One Hundred Five Only) (Warrant Issue Price) per Warrant aggregating to Rs. 12,20,31,000/- (Rupees Twelve Crores Twenty Lacs Thirty One Thousand Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in



accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

The Board of Directors of the Company (“Board”) in their meeting held on January 21, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue, and allot as mentioned above, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share to Promoter and Non – Promoter of the Company being Proposed Allottee as mentioned the resolution of item no. 3, 4, 5 & 6 in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares and Warrants requires approval of the Members by way of a special resolutions. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolutions.

Information required in respect of the proposed issue of Equity Shares and Warrants, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- a. The purpose and object of the proposed issue and allotment of 2,73,600 (Two Lacs Seventy Three Thousand Six Hundred) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) of the Company at a price of Rs. 105/- (Rupees One Hundred Five Only) per share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of Tritech Industrial Solutions Private Limited (“TISPL” or “Target Company”), a private limited company, incorporated under the Companies Act, 2013, having CIN U74140UP2022PTC160056, with its registered office at F-24, 3rd Floor, Hebitech, Plot No - 09, Knowledge Park - III, Bishrakh, Gautam Buddha Nagar, Bishrakh, Uttar Pradesh - 201306, on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in TISPL.
- b. The purpose and object of the proposed issue and allotment of 71,44,637 (Seventy One Lacs Forty Four Thousand Six Hundred Thirty Seven) Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company at a price of Rs. 105/- (Rupees One Hundred Five Only) per share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of Greenkashi Bio Energy Private Limited (“GBEPL” or “Target Company”), a private limited company, incorporated under the Companies Act, 2013, having CIN U24233UP2013PTC059621, with its registered office at Village- Dhauha, Durga Ji Road, Mirzapur, Chunar, Uttar Pradesh - 231304, on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in GBEPL.
- c. To meet the working capital requirements of the Company;
- d. To diversify the Business of the Company;
- e. To meet the Capital expenditure requirements of Company;
- f. For the General Corporate purposes;

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of



the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

2. Kind of Securities: Equity Shares & Warrants

3. Maximum number of specified securities to be issued, and the price at which security is being offered

It is proposed to issue and allot in aggregate:

- Up to 2,73,600 (Two Lacs Seventy Three Thousand Six Hundred) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety Five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 2,87,28,000 (Rupees Two Crores Eighty Seven Lacs Twenty Eight Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 7,600 Equity Shares representing 76% shareholding of the Tritech Industrial Solutions Private Limited (“TISPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 2,73,600 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in TISPL).”
- Up to 71,44,637 (Seventy One Lacs Forty Four Thousand Six Hundred Thirty Seven) Equity Shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety Five Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 75,01,86,885 (Rupees Seventy Five Crores One Lac Eighty Six Thousand Eight Hundred Eighty Five Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 71,44,637 Equity Shares representing 100% shareholding of the Greenkashi Bio Energy Private Limited (“GBEPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are a Promoter and who are belong to the Promoter Group and Non-promoter of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 71,44,637 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in GBEPL).
- Up to 8,71,000 (Eight Lacs Seventy One Thousand) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 105/- (Rupees One Hundred Five Only) per Equity Share (including a premium of Rs. 95/- (Rupees Ninety Five Only) (“Preferential Allotment Price”), aggregating to Rs. 9,14,55,000 (Rupees Nine Crores Fourteen Lacs Fifty Five Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottee, on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.
- Up to 11,62,200 (Eleven Lacs Sixty-Two Thousand Two Hundred) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 105/- (Rupees One Hundred Five Only) (Warrant Issue Price) per Warrant aggregating



to Rs. 12,20,31,000/- (Rupees Twelve Crores Twenty Lacs Thirty One Thousand Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. Date of passing Board Resolution: Tuesday, January 21, 2025

5. Amount which the Company intends to raise by way of such issue of securities

Up to a maximum of Rs. 21,34,86,000 (Rupees Twenty One Crores Thirty Four Lacs Eighty Six Thousand Only) as per the Item No. 5 & 6.

Not applicable for item no. 3 & 4: The purpose of the item no. 3 & 4 is to discharge the payment of total purchase consideration for acquisition of entire 76% stake in TISPL, from its existing promoters and shareholders and acquisition of entire 100% stake in GBEPL, from its existing promoters and shareholders.

6. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel or senior management of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned:

Sr. No.	Name	Category/Designation/Relation	Securities to be allotted
1	Naved Iqbal	Managing Director and Promoter	30,55,000 (Equity share as Swap of Shares of GBEPL)
2	Javed Iqbal	Promoter Group	3,80,000 (Equity share as Swap of Shares of GBEPL)
3	Shagufta Javed	Promoter Group	4,29,250 (Equity share as Swap of Shares of GBEPL)
4	Mohammad Nadeem	Promoter	1,35,750 (Equity share as Swap of Shares of GBEPL)
5	Amit Kumar Singh	Non-Executive Director	12,53,000 (5,00,000 Equity share as Swap of Shares of GBEPL and 7,53,000 warrants to be allotted)
6	Amrita Amit Singh	Wife of Amit Kumar Singh and Amit Kumar Singh is Non-Executive Director of Company	96,000 (Equity Shares)
7	Olatech Solution Limited	Amit Kumar Singh is Promoter and Managing Director in Olatech Solution Limited and Amit Kumar Singh is Non-Executive Director of Company	5,00,000 (Equity share as Swap of Shares of GBEPL)



7. Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 105/- per Equity Share and Warrant the price which is not less than the price determined in accordance with Regulation 164 read with Regulation 166A of SEBI ICDR Regulations.

The above is determined pursuant to valuation report from Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer'), certifying the price of Equity Share and Warrant in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer') is available on our website for inspection. The link of such report is www.greenhitech.org

8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on the BSE Limited. There is frequent trading of Shares of the Company on BSE Limited in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Further the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

The Company has obtained a valuation certificate from Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer') certifying the price of Equity Share and Warrant in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the company and Website link is www.greenhitech.org. The present issue price is fixed at Rs. 105/- (Rupees One Hundred Five Only) per Equity Share and Warrant.

9. Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 105/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as Monday, January 20, 2025 i.e., 30 days prior to the EGM.

11. The names and Identity of proposed allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the proposed allottee	Pre /Post issue Category	Name of the Natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	*Post issue Shareholding	
			No of share	%		No of share	%
Visionary Wealth	Non - Promoter	Roopesh Talwar	0	0.00	47000	47000	0.33



Creator Private Limited		& Nitin Kumar Sekseria					
Purple Rubix India Private Limited	Non - Promoter	Manu Agarwal & Rohit Kumar Singh	0	0.00	47,000	47,000	0.33
Vardan Signature Growth Fund	Non - Promoter	Dinesh Kumar Agrawal	0	0.00	47,000	47,000	0.33
Noida Holdings Private Limited	Non - Promoter	Pankaj Saraogi	0	0.00	1,25,000	1,25,000	0.88
All Rounder Marketing Private Limited	Non - Promoter	Rajiv Mehta	0	0.00	2,25,000	2,25,000	1.59
Olatech Solution Limited	Non - Promoter	Not applicable as it is listed on BSE LTD	0	0.00	5,00,000	5,00,000	3.53

**The Post issue Equity shares i.e. 1,41,51,437 of Company after considering issue of Equity Shares other than cash pursuant to acquisition by issue of Swap of Equity Shares of TISPL (2,73,600), GBEPL (71,44,637), issue of 8,71,000 Equity shares and 11,62,200 Convertible Warrants into Equity Shares.*

12. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities and as well as price:

The Company has not made any preferential allotment during the year.

13. Shareholding Pattern before and after the issue

Sr. No.	Category	Pre-issue		*Post Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Individuals/Hindu undivided Family	33,20,000	70.64	73,20,000	51.73
	Bodies Corporate	0	0.00	0	0.00
	Sub Total (A) (1)	33,20,000	70.64	73,20,000	51.73
2	Foreign				
	Promoters/ Promoter Group				
	Individuals / HUF	0	0.00	0	0.00
	Bodies Corporate	0	0.00	0	0.00
	Sub Total (A) (2)	0	0.00	0	0.00
	Sub Total (A)	33,20,000	70.64	73,20,000	51.73
B1	Institutions (Domestic)				
	Alternative Investment Fund	0	0.00	47,000	0.33
	Sub Total B1	0	0.00	47,000	0.33
B2	Institutions (Foreign)	0	0.00	0	0.00
B3	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00
B4	Non-Institutions				



Key Managerial Personnel	0	0.00	0	0.00
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,43,000	17.94	8,84,200	6.25
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2,94,000	6.26	25,68,600	18.15
Bodies Corporate	1,89,000	4.02	11,33,000	8.01
Non Resident Indians (NRIs)	12,000	0.26	21,56,637	15.24
Any Other (specify)	42,000	0.89	42,000	0.30
Firm	3,000	0.06	3,000	0.02
HUF	39,000	0.83	39,000	0.28
Sub Total B4	13,80,000	29.36	67,84,437	47.94
B=(B1+B2+B3+B4)	13,80,000	29.36	68,31,437	48.27
Total (A+B)	47,00,000	100.00	1,41,51,437	100.00

**The Post issue Equity shares i.e. 1,41,51,437 of Company after considering issue of Equity Shares other than cash pursuant to acquisition by issue of Swap of Equity Shares of TISPL (2,73,600), GBEPL (71,44,637), issue of 8,71,000 Equity shares and 11,62,200 Convertible Warrants into Equity Shares.*

Note: The pre preferential Issue shareholding pattern as on the September 30, 2024 as available on www.bseindia.com

14. Proposed time frame within which the issue or allotment shall be completed

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

15. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

16. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer.

As per recommendation and approval of the Board of Directors, the Company proposes to issue 2,73,600 fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the entire stake in TISPL and issue 71,44,637 fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the entire stake in GBEPL, from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report issued by Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer'), in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations and approval of the purchase consideration by the Board of Directors.



The valuation of the Sale Shares of Trittech Industrial Solutions Private Limited (“TISPL”) and Greenkashi Bio Energy Private Limited (“GBEPL”) has been arrived at based on valuation report issued by Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 (‘Independent Valuer’) and same has been updated on the Website of the Company and Website link is www.greenhitech.org.

17. Lock-in period

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s).

18. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

19. Certificate of Practicing Company Secretary:

The certificate from, Nikunj Kanabar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company’s website and is accessible at link: www.greenhitech.org

20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No.	Name	Current & Proposed Status / Category	Pre Issue Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	*Post Issue Shareholding	
			No of share	%			No of share	% of the post Capital
1.	Sandeep Kumar Maurya	Non - Promoter	0	0.00	1,08,000	0	1,08,000	0.76
2	Sudhir Kumar Tiwari	Non - Promoter	0	0.00	1,08,000	0	1,08,000	0.76
3.	Niraj Trigun	Non - Promoter	0	0.00	57,600	0	57,600	0.41
4.	Naved Iqbal	Promoter	16,58,000	35.28	30,55,000	0	47,13,000	33.30
5.	Javed Iqbal	Promoter	1,000	0.02	3,80,000	0	3,81,000	2.69
6.	Shagufta Javed	Promoter	1,000	0.02	4,29,250	0	4,30,250	3.04
7	Mohammad Nadeem	Promoter	16,58,000	35.28	1,35,750	0	17,93,750	12.68
8	Amit Kumar Singh	Non - Promoter	86,000	1.83	5,00,000	7,53,000	13,39,000	9.46



9	Olatech Solution Limited	Non - Promoter	0	0.00	5,00,000	0	5,00,000	3.53
10	Samuel Michael Bruce	Non - Promoter	0	0.00	21,44,637	0	21,44,637	15.15
11	Visionary Wealth Creator Private Limited	Non - Promoter	0	0.00	47,000	0	47,000	0.33
12	Satya Pal Gulati	Non - Promoter	0	0.00	47,000	0	47,000	0.33
13	Purvi Dhwanil Shah	Non - Promoter	0	0.00	18,000	0	18,000	0.13
14	Deevi Venkata Narasimha Sri Sairam	Non - Promoter	0	0.00	32,000	0	32,000	0.23
15	Sumit Kanhayalal Gehani	Non - Promoter	0	0.00	47,000	0	47,000	0.33
16	Jayanti Mathur	Non - Promoter	0	0.00	24,000	0	24,000	0.17
17	Anmol Ajay Rathi	Non - Promoter	0	0.00	24,000	0	24,000	0.17
18	Pushpa Ashok Madrecha	Non - Promoter	8000	0.17	1,90,000	0	1,98,000	1.40
19	Hiren Paramanand Shah	Non - Promoter	0	0.00	1,90,000	0	1,90,000	1.34
20	Purple Rubix India Private Limited	Non - Promoter	0	0.00	47,000	0	47,000	0.33
21	Ankit Gupta	Non - Promoter	0	0.00	14,000	0	14,000	0.10
22	Ashish Poddar	Non - Promoter	0	0.00	24,000	0	24,000	0.17
23	Saurabh Agarwal	Non - Promoter	3000	0.06	24,000	0	27,000	0.19
24	Amrita Amit Singh	Non - Promoter	0	0.00	96,000	0	96,000	0.68
25	Vardan Signature Growth Fund	Non - Promoter	0	0.00	47,000	0	47,000	0.33
26	Noida Holdings Private Limited	Non - Promoter	0	0.00	0	1,25,000	1,25,000	0.88



27	All Rounder Marketing Private Limited	Non - Promoter	0	0.00	0	2,25,000	2,25,000	1.59
28	Amit Mehta	Non - Promoter	0	0.00	0	50,000	50,000	0.35
29	Deepak Jayantilal Shah	Non - Promoter	0	0.00	0	9,200	9,200	0.07
Total			34,15,000	72.66	82,89,237	11,62,200	1,28,66,437	90.92

**The Post issue Equity shares i.e. 1,41,51,437 of Company after considering issue of Equity Shares other than cash pursuant to acquisition by issue of Swap of Equity Shares of TISPL (2,73,600) & GBEPL (71,44,637), issue of 8,71,000 Equity shares and 11,62,200 Convertible Warrants into Equity Shares.*

21. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.



- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- m) The Company has obtained Permanent Account Numbers of the proposed allottees except foreign national;
- n) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- o) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of Equity Shares and Warrants to the promoter and non-promoter on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of **Special Resolutions** as set out in **Item No. 3, 4, 5 & 6** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mr. Naved Iqbal, Mr. Javed Iqbal, Ms. Shagufta Javed, Mr. Mohammad Nadeem, Mr. Amit Kumar Singh, Mrs. Amrita Amit Singh and M/s. Olotech Solution Limited, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM 7:

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- 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, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolutions as set out in Item Number 7 of the Notice for approval of members of the Company by way of Special Resolutions.



None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

**By order of the Board of Directors
For Greenhitech Ventures Limited**

**Place: Varanasi
Date: January 21, 2025**

**Sd/-
Naved Iqbal
Managing Director
DIN - 06685505**

Registered Office:
B27/92 K1, Jawahar Nagar Colony,
Bhelupura, Varanasi – 221010,
Uttar Pradesh, India
CIN: U19201UP2023PLC182123



Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the registered office of the Company situated at B27/92 K1, Jawahar Nagar Colony, Bhelupura, Varanasi, Varanasi, Uttar Pradesh – 221010 on Wednesday, February 19, 2025 at 11:00 a.m.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy
(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.



Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client ID No.

DP ID No.

I/We, being the holder(s) of _____ Equity Shares of Company, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday the February 19, 2025, at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Alteration the Articles of Association (AOA) of Company.
2. Increasing in Authorised Share Capital of Company.
3. To consider and approve issue of 2,73,600 Equity Shares on Preferential basis for Consideration Other Than Cash.
4. To consider and approve issue of 71,44,637 Equity Shares on Preferential basis for Consideration Other Than Cash:
5. To consider and approve issue of 8,71,000 Equity Shares on Preferential basis for Consideration in Cash.
6. To consider and approve issue of 11,62,200 Convertible Warrants on Preferential basis for Consideration in Cash.
7. Increase In the Limits Applicable For Making Investments/Extending Loans And Giving Guarantees or Providing Securities In Connection With Loans To Persons/ Bodies Corporate

Signed this _____ day of 2025

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Wednesday, February 19, 2025 by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Alteration the Articles of Association (AOA) of Company.			
2.	Increasing in Authorised Share Capital of Company.			
3.	To consider and approve issue of 2,73,600 Equity Shares on Preferential basis for Consideration Other Than Cash.			
4.	To consider and approve issue of 71,44,637 Equity Shares on Preferential basis for Consideration Other Than Cash:			
5.	To consider and approve issue of 8,71,000 Equity Shares on Preferential basis for Consideration in Cash.			
6.	To consider and approve issue of 11,62,200 Convertible Warrants on Preferential basis for Consideration in Cash.			
7.	Increase In the Limits Applicable For Making Investments/Extending Loans And Giving Guarantees or Providing Securities In Connection With Loans To Persons/ Bodies Corporate			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.



INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.greenhitech.org within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.



ROUTE MAP

