

NOTICE CONVENING ANNUAL GENERAL MEETING

Shorter Notice is hereby given that the 13th Annual General Meeting of the Members of M/s. **GH2 SOLAR LIMITED (FORMERLY KNOWN AS GH2 SOLAR PRIVATE LIMITED)** will be held on Wednesday, 27th August, 2025 at 10:00 A.M. at B - 5/17 First Floor Safdarjung Enclave New Delhi -110029 to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **Appointment of Director liable to retire by rotation**

To appoint Mrs. Aditi Jain (DIN: 06485388), who retires by rotation, as a Director.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Aditi Jain (DIN: 06485388), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To offer, issue and allot up to 6,32,064 equity shares through private placement

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

"**RESOLVED THAT** pursuant to Sections 23, 42 and 62(1)(c) and all other applicable provisions of the Companies Act, 2013, if any ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and/or rules framed there under, and the Foreign Exchange Management Act, 1999 and rules specified thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of Members of the Company, be and is hereby accorded to offer, issue and allot an aggregate of up to 6,32,064 (Six Lakh Thirty-Two Thousand Sixty-Four) equity shares of the Company having a face value of INR 10/- (Rupees Ten Only) each ("Equity Shares"), at an issue price of INR 932.36/- (Rupees Nine Hundred Thirty-Two and Paise Thirty-Six Only) per Equity Share, including a premium of INR 922.36/- (Rupees Nine Hundred Twenty-Two and Paise Thirty-Six Only) per Equity Share, aggregating to INR 58,93,11,191/- (Rupees Fifty-Eight Crores Ninety-Three Lakhs Eleven Thousand One Hundred Ninety-One Only), on a preferential basis to the following persons

Sl. NO	Name the proposed Allottee	Category of Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
1	Dr. Faruk G. Patel	Non-Promoter	86009	80191352
2	GrowMo360 Meridian Fund	Non-Promoter	54006	50353034
3	Dovetail Global Fund PCC All Seasons India Opportunities Fund	Non-Promoter	54006	50353034
4	Aarth AIF	Non-Promoter	54006	50353034
5	LC INFRA PROJECTS PRIVATE LIMITED	Non-Promoter	54006	50353034



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6	Vijay Kumar Jain	Non-Promoter	54006	50353034
7	VKP Investment Services	Non-Promoter	34504	32170150
8	V2K Hospitality Pvt. Ltd	Non-Promoter	32503	30304497
9	Padma ParshVa Capital	Non-Promoter	20002	18649065
10	Rushad Neville Mistry	Non-Promoter	10801	10070421
11	Feriyal Neville Mistry	Non-Promoter	10801	10070421
12	Richa Gupta	Non-Promoter	10801	10070421
13	Atul Saluja HUF	Non-Promoter	10801	10070421
14	Swami Nirman Private Limited	Non-Promoter	10801	10070421
15	Jayesh Bhansali	Non-Promoter	8101	7553048
16	Kishore Kumar Gandhi	Non-Promoter	8101	7553048
17	Anand Kumar Agarwal	Non-Promoter	5401	5035676
18	Ashish Kumar Agarwal	Non-Promoter	5401	5035676
19	Akash Sethia	Non-Promoter	5401	5035676
20	Ram Raj Taparia	Non-Promoter	5401	5035676
21	KIFS Dealers	Non-Promoter	5401	5035676
22	Naresh Saraaf	Non-Promoter	5401	5035676
23	Shyam Sunder Agarwal	Non-Promoter	5401	5035676
24	Sunrise Wealth Advisors LLP	Non-Promoter	5401	5035676
25	Chatarbhuja Kishanlal Agarwal	Non-Promoter	5401	5035676
26	Shabeena Shaik	Non-Promoter	3750	3496350
27	Rahul Bhaiya	Non-Promoter	2700	2517372
28	Venkata Ramesh Annangi	Non-Promoter	2700	2517372
29	Dilip Rerolling Pvt Ltd	Non-Promoter	2700	2517372
30	ABST Family Trust	Non-Promoter	2700	2517372
31	Mayank Agarwal	Non-Promoter	2700	2517372
32	G Madhuri	Non-Promoter	2700	2517372
33	Bhanuraja Zampani	Non-Promoter	2700	2517372
34	Sukla Basu	Non-Promoter	2700	2517372
35	Venkata Narayana Murthy Kothiyala	Non-Promoter	2700	2517372
36	Zainab Yusuf Safdari	Non-Promoter	2700	2517372
37	Abhishek Mittapalli	Non-Promoter	2700	2517372
38	Mr. Ankit Pushparaj	Non-Promoter	2700	2517372
39	Richa Parwal	Non-Promoter	2700	2517372

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Registered Address: Unit no 1, Plot no 2, DDA Building District Centre Nehru Place, New Delhi 110019
Corporate Address: QAIPL Building A8 9th Floor Sector 68 Noida 201309

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40	Madhur Kabra	Non-Promoter	2700	2517372
41	Chanchal Bhadouria	Non-Promoter	2700	2517372
42	Veena Kayal	Non-Promoter	2700	2517372
43	Prem Lata Saboo	Non-Promoter	2700	2517372
44	Harish Jitmal Bhansali	Non-Promoter	2700	2517372
45	Suhani Poddar	Non-Promoter	2700	2517372
46	Gyatri Saini	Non-Promoter	2700	2517372
47	Priyanka Jain	Non-Promoter	2700	2517372
48	Puneet Kalani	Non-Promoter	2700	2517372
49	Mihir Jain	Non-Promoter	2700	2517372
50	Mayank Jain	Non-Promoter	2700	2517372
51	Huzefa Hajee	Non-Promoter	1650	1538394
	Total		632064	589311191

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013, The Companies (Prospectus and Allotment of Securities) Rules, 2014 and The Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and/or rules framed there under, the approval of Members of the Company be and is hereby accorded to issue to the Investors, a private placement offer letter in the manner set out in the Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting the proposed allottees to subscribe to the Equity Shares on a private placement basis.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for the subscription of the Equity shares shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by it in accordance with the provisions of the Act.

RESOLVED FURTHER THAT 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, expedient, proper or desirable to give effect to these resolutions, including filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares of the Company, without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT Mr. Anurag Jain and/ Or Mrs. Aditi Jain, Directors of the Company (“**Authorized Representatives**”), be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Authorized Representatives be and is hereby severally authorized to give certified true copies of this resolution to any person, including appropriate regulatory authorities.”

4. To issue bonus shares

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

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors in this behalf and in accordance with the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per Articles of Association of the Company, the consent of members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of securities premium and/or free reserves of the Company as on March 31, 2025, as may be considered necessary by the Board, for the purpose of issue of bonus equity shares of Rs. 10/- (Rupee Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupee Ten) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 3 (Three) new fully paid-up equity share of Rs. 10/- (Rupee Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupee Ten) each held by them (i.e. in the ratio of 3:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity

shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions, if any, the allotment of Bonus Equity Shares by the Company shall be made only in dematerialised form;

RESOLVED FURTHER THAT in case of Members who already hold equity shares in dematerialised form, the Bonus Equity Shares shall be credited directly to their respective beneficiary accounts maintained with their Depository Participant(s); and in case of Members holding shares in physical form, the Bonus Equity Shares shall be credited to a **Demat Suspense Account** opened by the Company in this regard, in accordance with the provisions of law, until such Members open their respective Demat Accounts and claim the same, subject to guidelines and directions issued by SEBI and the Depositories in this regard;

RESOLVED FURTHER THAT no physical share certificates or letters of allotment shall be issued in respect of such Bonus Equity Shares.”

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof be and is hereby authorized to take all such steps and actions and give such directions, as may be necessary, desirable or expedient to give effect to this resolution.”

5. To increase the remuneration of Mr. Anurag Jain (DIN: 02833765), Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or reenactment thereof, for the time being in force) and the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company

be and is hereby accorded for revision of managerial remuneration of Mr. Anurag Jain (DIN: 02833765), Managing Director as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director as per Schedule V Part II of the Companies Act, 2013, subject to such other approvals as may be necessary.

“RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.”

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in this Annual General Meeting with respect to the increase in the remuneration of Mr. Anurag Jain, as Managing Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/ or revise the remuneration of Mr. Anurag Jain as Chairman and Managing Director as per the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

6. To increase the remuneration of Mrs. Aditi Jain (DIN: 06485388), Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or reenactment thereof, for the time being in force) and the Articles of Association of the Company, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company

be and is hereby accorded for revision of managerial remuneration of Mrs. Aditi Jain (DIN: 06485388), Whole Time Director as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Whole Time Director as per Schedule V Part II of the Companies Act, 2013, subject to such other approvals as may be necessary.

“RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.”

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved and passed by the Members in this Annual General Meeting with respect to the increase in the remuneration of Mrs. Aditi Jain (DIN: 06485388) as Whole Time Director shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/ or revise the remuneration of Mrs. Aditi Jain (DIN: 06485388), Whole Time Director as per the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

7. Approval under Section 180(1)(A) of The Companies Act, 2013 for Sale, Lease, Mortgage, or Disposal of assets of The Company Up to INR 300 Crores

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 179, 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorised Committee thereof) to sell, lease, transfer, mortgage, or otherwise dispose of, in

one or more tranches, the whole or substantially the whole of the undertaking(s) of the Company or any part thereof, or to create charge(s), mortgage(s) or hypothecation(s) on the movable and/or immovable properties of the Company, both present and future, or to otherwise dispose of the same in any manner, on such terms and conditions as the Board may deem fit, for an amount not exceeding **INR 3,00,00,00,000/- (Rupees Three Hundred Crores only)**, in aggregate.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution, including finalising and executing necessary agreements, deeds, documents, and writings, and to settle any question, difficulty or doubt that may arise in this regard, without requiring any further consent or approval of the Members of the Company.”

For M/s GH2 Solar Limited
(formerly known as GH2 Solar Private Limited)

Radhika Gupta
Company Secretary
M. NO-A71827
Date: 22.08.2025
Place: Noida

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.**
- 2. PROXIES TO BE EFFECTIVE MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
3. In terms of section 105 of the Companies Act 2013 read with rule 19 of the companies (Management and Administration) Rules 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Pursuant to Section 101 of the Companies Act, 2013 and applicable rules, the Company has fixed 15.08.2025 as the cut-off date for determining the eligibility of members to receive the Notice of the

Annual General Meeting ("AGM"). Only those members whose names appear in the Register of Members/Beneficial Owners as on that date shall be entitled to receive this Notice.

5. Further, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed 22.08.2025 as the cut-off date for determining the eligibility of members to attend and vote at the AGM. A person who is not a member as on the cut-off date shall not be entitled to attend or vote at the AGM.
6. The documents mentioned in this notice are available for inspection for shareholders at the corporate office of the company during the business hours up to the date of Annual General Meeting.
7. Members/ Proxies are requested to produce the enclosed attendance slip duly filled and signed and as per the specimen signature recorded with company for admission to the venue of the meeting.
8. Members desirous of getting any information on the accounts or operation of the companies are requested to forward their queries at the meeting.
9. Members are requested to update their email IDs and also notify any change in their email IDs, address, etc. in all correspondence in the meeting.
10. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with regard to the special business is annexed hereto.
12. Members are requested to provide their shorter notice consent for convening the Annual General Meeting
13. Route map and Landmark are enclosed herewith.

Statement of Material Facts
(Pursuant to section 102 of the Companies Act, 2013)

Item no. 3

In terms of Section 62(1) (c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), the Company proposes to raise funds by issuing equity shares on a private placement basis. This Private Placement requires approval of the Members by way of a special resolution.

The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution, the Board vide its board resolution dated, 21.08.2025 has authorized the issuance and allotment of 6,32,064 (Six Lakh Thirty-Two Thousand Sixty-Four) equity shares of the Company having a face value of INR 10/- (Rupees Ten Only) each ("Equity Shares"), at an issue price of INR 932.36/- (Rupees Nine Hundred Thirty-Two and Paise Thirty-Six Only) per Equity Share, including a premium of INR 922.36/- (Rupees Nine Hundred Twenty-Two and Paise Thirty-Six Only) per Equity Share, aggregating INR 58,93,11,191/- (Rupees Fifty-Eight Crores Ninety-Three Lakhs Eleven Thousand One Hundred Ninety-One Only), on a preferential basis in one or more tranches.



GH2 Solar

GH2 Solar Limited
(Formerly known as GH2 Solar Private Limited)
CIN: U35105DL2013PLC249995
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The Disclosures pursuant to Section 23, 42 read Section 62 (1) (c) of Companies Act, 2013 read with Rule 13 and 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

a.	Particulars of the offer including date of passing of Board resolution	6,32,064 (Six Lakh Thirty-Two Thousand Sixty-Four) equity shares of the Company having a face value of INR 10/- (Rupees Ten Only) each ("Equity Shares"), at an issue price of INR 932.36/- (Rupees Nine Hundred Thirty-Two and Paise Thirty-Six Only) per Equity Share, including a premium of INR 922.36/- (Rupees Nine Hundred Twenty-Two and Paise Thirty-Six Only) per Equity Share, aggregating to INR 58,93,11,191/- (Rupees Fifty-Eight Crores Ninety-Three Lakhs Eleven Thousand One Hundred Ninety-One Only), Date of passing board resolution- 21.08.2025
b.	Kinds of securities offered and the price at which security is being offered	The equity shares are proposed to be issued at INR 932.36/- (Rupees Nine Hundred Thirty-Two and Paise Thirty-Six Only) including premium of INR 922.36/- per equity share
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The Price of shares has arrived on the basis of Valuation Report issued by CA Mohit Jain, IBBI Registered Valuer – SFA (IBBI/RV/05/2019/12280), and the justification for the price is explained in the valuation report which is the part of this notice as Annexure-1.
d.	Name and address of valuer who performed valuation	Mr. Mohit Jain (IBBI/RV/05/2019/12280) F-7, Arya Samaj Road, Uttam Nagar (West), New Delhi – 110059
e.	Relevant date with reference to which the price has been arrived	31 st March, 2025
f.	Amount which the company intends to raise by way of such securities	INR 58,93,11,191/- (Rupees Fifty-Eight Crores Ninety-Three Lakhs Eleven Thousand One Hundred Ninety-One Only),
g	(i) Material terms of raising such securities	Offer, issue and allotment of 6,32,064 (Six Lakh Thirty-Two Thousand Sixty-Four) equity shares of the Company having a face value of INR 10/- (Rupees Ten Only) each ("Equity Shares"), at an issue price of INR 932.36/- (Rupees Nine Hundred Thirty-Two and Paise Thirty-Six Only) per Equity Share,



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		including a premium of INR 922.36/- (Rupees Nine Hundred Twenty-Two and Paise Thirty-Six Only) per Equity Share, aggregating to INR 58,93,11,191/- (Rupees Fifty-Eight Crores Ninety-Three Lakhs Eleven Thousand One Hundred Ninety-One Only)
	(ii) Proposed time schedule	The allotment shall be completed within a period of sixty days from the date of receipt of application money. The offer shall be open for subscription for such days as may be decided by the Board of Directors.
	(iii) Purposes or objects of offer	The proceeds of the issue of equity shares shall be utilised by the Company for scaling up the business operations and working capital.
	(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters don't intend to participate in the proposed private issue offered by the Company.
	(v) Principal terms of assets charged as securities	Not applicable
h	The class or classes of persons to whom the allotment is proposed to be made	Non-Promoter Category (Individual, Body Corporate, HUF and Private Funds)
i	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	As per Annexure-2
j	The change in control, if any, in the company that would occur consequent to the preferential offer;	The proposed issue will not result in any change in the control of the Company. However, the percentage shareholding of promoters will reduce by 10% approximately."
k	The number of persons to whom allotment on	There was no allotment made during this financial year,



GH2 Solar

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	preferential basis have already been made during the year, in terms of number of securities as well as price;				
I	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA as shares is issued and allotted in Cash			
Pre and Post allotment shareholding pattern:					
S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' Holding				
1	Indian				
	Individual/HUF	3285099	76.57	3285099	66.74
	Bodies Corporate	-	-	-	-
	Sub-Total	3285099	76.57	3285099	66.74
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	3285099	76.57	3285099	68.37
B	Non-Promoters' holding				

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Registered Address: Unit no 1, Plot no 2, DDA Building District Centre Nehru Place, New Delhi 110019
Corporate Address: QAIPL Building A8 9th Floor Sector 68 Noida 201309

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1	Institutional Investors	19120	0.45	181138	3.68
2	Non-Institutions	-	-	-	-
	Private Corporate Bodies	73007	1.70	178418	3.62
	Directors and Relatives	-	-	-	-
	Indian Public	844843	19.69	1209478	24.57
	Others (Including NRIs)	68098	1.59	68098	1.38
	Sub-Total (B)	1005068	23.43	1637132	33.26
	GRAND TOTAL	4290167	100	4922231	100

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

Accordingly, the Board of Directors of the Company recommends Resolution No. 3 of this notice for the approval by the members as a Special Resolution.

Item no. 4

The Board of Directors of the Company, at its meeting held on 21.08.2025, recommended the issue of Bonus Equity Shares to the Members of the Company in the ratio of 3 (Three) new fully paid-up Equity Shares of INR 10/- each for every 1 (One) existing fully paid-up Equity Share of INR 10/- each held by them, by capitalization of such sum standing to the credit of securities premium and/or free reserves of the Company as on March 31, 2025, as may be considered necessary by the Board

The bonus issue of shares is proposed to be made in accordance with the provisions of Section 63 of the Companies Act, 2013, Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, and other applicable statutory provisions.

The Bonus Equity Shares will be credited in dematerialised form to the Demat accounts of the Members holding shares in demat mode. In respect of Members holding shares in physical form as on the Record Date, the Bonus Shares shall be credited to a Demat Suspense Account to be opened by the Company, until such Members open their respective Demat Accounts and claim the shares, in accordance with Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014. No physical share certificates or letters of allotment will be issued.

The Bonus Equity Shares, upon allotment, shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company, including entitlement to dividend, voting rights, and other corporate benefits.

In case of any fractional entitlement arising out of the bonus issue, the Board of Directors is authorized to make suitable arrangements for disposal of such fractions in the best interest of the Members.

Accordingly, the Board of Directors of the Company recommends Resolution No. 4 of this notice for the approval by the members as an Ordinary Resolution.

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

Item no. 5 & 6

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 21.08.2025 approved the revision of remuneration of Managerial Person as follows;

I. Statement as required under Section 197, 198, 200 and Schedule V of the Companies Act, 2013, read with Rules made thereunder

GENERAL INFORMATION

1.	Nature of Industry: Solar EPC solutions, Commercial & Industrial (C&I) Open Access projects, Green Hydrogen production, and Electrolyzer manufacturing.
2.	Date or expected date of commencement of commercial: The Company started its commercial operations since inception

3.	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable		
4.	Financial performance based on given indications (Amount in Lakhs)		
	Particulars	2024-25	2023-24
	Turnover	21209.12	6,476.80
	Net Profit after Tax	2007.49	93.38
5.	Foreign investments or collaborations, if any: Not Applicable		

II. INFORMATION ABOUT THE DIRECTORS

Sl. No	Particulars	Mr. Anurag Jain	Mrs. Aditi Jain
01	Designation	Managing Director	Whole Time Director
02	Background	Mr. Anurag Jain, aged about 47 years, is one of the Promoter and Director of the company. He is a postgraduate in Computer Applications from Boston College, Gwalior. He has over 14 years of experience in renewable energy sector. His vision and experience are driving advancements in the field, including the pioneering work in green hydrogen technologies.	Mrs. Aditi Jain is a Promoter and Founder of the Company and has been associated with the organisation since inception. She holds a Diploma in Fashion Design from JD Institute of Fashion Technology and brings with her entrepreneurial spirit, strategic insight, and long-term vision.
02	Past Remuneration	The remuneration drawn by Mr. Anurag Jain was Rs. 4,00,000/- per month from 01.04.2024	The remuneration drawn by Mrs. Aditi Jain was Rs. 1,80,000/- per month from 01.04.2024
03	Recognition or awards	NA	NA
04	Job Profile and his/her suitability:	Mr. Anurag Jain has been associated with the Company since 2015 and has played a pivotal role in steering its strategic direction and growth. A visionary leader with strong business acumen, he has been instrumental in expanding the	Mrs. Aditi Jain, a Promoter and Founder of the Company , has been associated with the organisation since its inception . She holds a Diploma in Fashion Design from the JD Institute of Fashion Technology and brings with her a creative



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		Company's footprint in the renewable energy sector. Under his leadership, the Company has significantly strengthened its position in the solar power market by successfully executing several large-scale projects across India. His foresight and strategic execution have also enabled the Company to diversify into the green hydrogen production sector, where the Company has secured prestigious government tenders, placing it among the early movers in this emerging clean energy space. Mr. Jain brings with him over 15 years of rich experience in business management, renewable energy, and infrastructure development. He is known for his dynamic leadership, focus on sustainability, and ability to forge long-term partnerships. His deep understanding of regulatory frameworks, project execution, and financial management has been a driving force behind the Company's consistent performance. As Managing Director, Mr. Jain continues to lead the Company's mission of contributing to India's clean energy transition, with a strong emphasis on innovation, operational excellence, and stakeholder value creation.	outlook, strong business perspective, and entrepreneurial spirit. As a Whole-time Director, she has been actively involved in the strategic decision-making processes of the Company and contributes to shaping its long-term vision and policies. Her keen insight, commitment, and leadership have been integral in guiding the Company's growth and in supporting the management in exploring new opportunities.
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05	Remuneration proposed and Perquisites	Rs. 7,50,000/- per month. Perquisites and benefits, in addition to the above salary: (i) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company. (ii) Annual Performance Bonus/Incentive, if any, based on performance criteria as laid down/approved by the Board. (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. (iv) Leave encashment as per Rules of the Company. (v) Reimbursement of expenses actually and properly incurred by the Director in the course of business of the Company, including travel, entertainment, and other out-of-pocket expenses, subject to verification and approval as per the Rules of the Company.	Rs. 2,50,000/- per month. Perquisites and benefits, in addition to the above salary: (i) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company. (ii) Annual Performance Bonus/Incentive, if any, based on performance criteria as laid down/approved by the Board. (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. (iv) Leave encashment as per Rules of the Company. (v) Reimbursement of expenses actually and properly incurred by the Director in the course of business of the Company, including travel, entertainment, and other out-of-pocket expenses, subject to verification and approval as per the Rules of the Company.
06	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the	The remuneration proposed to be paid to Mr. Anurag Jain is commensurate with the size of the Company, its growth prospects, and the responsibilities shouldered by him as the Managing Director . Considering his proven track record, leadership in expanding the Company's presence in the renewable energy sector, and successful entry into the green hydrogen space through	The remuneration proposed to be paid to Mrs. Aditi Jain is commensurate with the role and responsibilities entrusted to her as a Whole-time Director of the Company and is considered reasonable given her contribution as a Promoter and Founder since inception. She has been actively involved in the strategic decision-making processes of the Company and provides valuable guidance in shaping its

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	country of his origin)	government projects, his proposed remuneration is considered reasonable and in line with prevailing industry standards for companies of comparable size and operations.	policies and long-term vision. Considering her qualifications, experience, promoter status, and the size and nature of the Company's business, the proposed remuneration is in line with industry practices for companies of similar profile and is justified to the position she holds. The Board is of the view that her continued involvement at the management level will further strengthen the Company's governance and strategic direction, and therefore, the remuneration proposed is fair and appropriate.
07	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other Director, if any	As on 31.03.2025, Mr. Anurag Jain has given loan an amount of INR 732.84 Lakhs to the Company. Further, along with the remuneration, Mr. Anurag Jain holds shares in the Company.	Except remuneration and holding shares of the Company, there is no other pecuniary relationship with the Company.

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits: The Company has been profitable during FY 2023-24 and FY 2024-25. However, potential risks which may impact profitability in future include market volatility, high capital costs, regulatory changes, natural calamities, or any unforeseen pandemic-like situations.
2.	Steps taken or proposed to be taken for improvement: The Company is focused on improving efficiency and expanding operations. It has already diversified into green hydrogen production by securing government tenders, which is expected to further strengthen growth and profitability.

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3.	Expected increase in productivity and profit in measurable terms with the expansion in solar and green hydrogen projects and sustained focus on operational excellence, the Company expects a significant improvement in both productivity and profitability in the coming years.
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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Anurag Jain and Mrs. Aditi Jain are in any way concerned or interested, financially or otherwise in the said resolution.

Accordingly, the Board of Directors of the Company recommends **Resolution No. 5 and 6** of this notice for the approval by the members as a Special Resolution.

ITEM NO. 7

The Board of Directors of the Company proposes to seek the approval of the Members for authorising the Board to sell, lease, transfer, mortgage, create charge/hypothecation, or otherwise dispose of, in one or more tranches, the whole or substantially the whole of the undertaking(s) of the Company, or any part thereof, or to create charge(s) on the movable and/or immovable properties of the Company, both present and future, for securing borrowings or otherwise, up to an amount not exceeding INR 3,00,00,00,000/- (Rupees Three Hundred Crores only) in aggregate.

The approval of the Members is being sought in terms of the provisions of Sections 179 and 180(1)(a) of the Companies Act, 2013, which require that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company only with the consent of the Members by way of a special resolution.

The Company, in the ordinary course of its business, may be required to raise funds, secure borrowings, or dispose of certain assets, either in part or in whole, depending upon the business exigencies and strategic decisions taken by the Board from time to time. To facilitate such transactions and to provide necessary flexibility to the Board, approval of the Members is being sought through this resolution.

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



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Accordingly, the Board of Directors of the Company recommends **Resolution No. 7** of this notice for the approval by the members as a Special Resolution.

For M/s GH2 Solar Limited
(formerly known as GH2 Solar Private Limited)

Radhika Gupta
Company Secretary
M. NO-A71827
Date: 22.08.2025
Place: Noida



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Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	U35105DL2013PLC249995
Name of the Company	:	GH2 Solar Limited (formerly known as GH2 Solar Private Limited)
Registered Office	:	Unit no 1, Plot no 2, DDA Building District Centre, Nehru Place, South Delhi, New Delhi, Delhi, India, 110019

Name of the members(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/Client Id	:	
DP ID	:	

I/We, being the members(s) of _____ shares of the above name company, hereby appoint

1	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	,or failing him
2	Name	:	
	Address	:	
	E-mail Id	:	
	Signature	:	,or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 13th Annual General Meeting of the Members of M/s GH2 Solar Limited (formerly known as GH2 Solar Private Limited) to be held on Wednesday, 27th August, 2025 at 10:00 A.M. at B - 5/17 First Floor Safdarjung Enclave New



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Delhi -110029, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	For	Against
ORDINARY BUSINESS			
1.	1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.		
2	Appointment of Director liable to retire by rotation		
SPECIAL BUSINESS			
3.	3. To offer, issue and allot up to 632064 equity shares through private placement		
4.	To issue Bonus Shares		
5.	To increase the remuneration of Mr. Anurag Jain (DIN: 02833765), Managing Director of the Company		
6.	To increase the remuneration of Mrs. Aditi Jain (DIN: 06485388), Whole Time Director of the Company		
7.	Approval under Section 180(1)(A) of The Companies Act, 2013 for Sale, Lease, Mortgage, or Disposal of assets of The Company Up to INR 300 Crores		

Signed this.....day of.....2025
 Signature of shareholder.....
 Signature of Proxy holder(s).....

Affix
Revenue Stamp

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

Attendance Slip

Folio No.		D.P. Id.*		Client Id.*	
No. of Shares					
Name of Shareholder					
Address of Shareholder					

I / We hereby record my / our presence at the 13th Annual General Meeting of the Members of M/s GH2 Solar Limited (formerly known as GH2 Solar Private Limited) will be held on Wednesday, 27th August, 2025 at 10:00 A.M. at B - 5/17 First Floor Safdarjung Enclave New Delhi - 110029,

Signature of the Shareholder / Proxy

NOTES:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, copy of Notice and Annual report may please be brought by you/your proxy for reference at the meeting.
3. *Applicable for Investor(s) holding share(s) in Demat form.

-----***Tear from here***-----

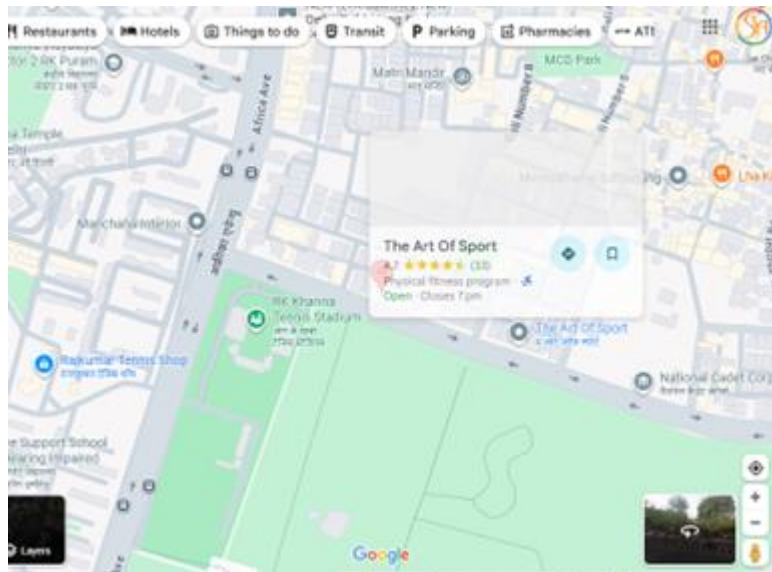


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ROUTE MAP

B - 5/17 FIRST FLOOR SAFDARJUNG ENCLAVE NEW DELHI -110029



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Annexure -2

Sr. No.	Name of the Allottee	Pre Issue		Post Issue	
		No. of shares	%	No. of shares	%
1	Dr. Faruk G. Patel	0	0	86009	1.75
2	GrowMo360 Meridian Fund	0	0	54006	1.10
3	Dovetail Global Fund PCC All Seasons India Opportunities Fund	0	0	54006	1.10
4	Aarth AIF	0	0	54006	1.10
5	LC INFRA PROJECTS PRIVATE LIMITED	0	0.00	54006	1.10
6	Vijay Kumar Jain	40000	0.932365	94006	1.91
7	VKP Investment Services	0	0	34504	0.70
8	V2K Hospitality Pvt Ltd	12301	0.286725	44804	0.91
9	Padma ParshVa Capital	16390	0.382036	36392	0.74
10	Rushad Neville Mistry	0	0	10801	0.22
11	Feriyal Neville Mistry	0	0	10801	0.22
12	Richa Gupta	0	0	10801	0.22
13	Atul Saluja HUF	0	0	10801	0.22
14	Swami Nirman Private Limited	0	0	10801	0.22
15	Jayesh Bhansali	0	0	8101	0.16
16	Kishore Kumar Gandhi	0	0	8101	0.16
17	Anand Kumar Agarwal	0	0	5401	0.11
18	Ashish Kumar Agarwal	0	0	5401	0.11
19	Akash Sethia	0	0	5401	0.11
20	Ram Raj Taparia	0	0	5401	0.11
21	KIFS Dealers	0	0	5401	0.11

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22	Naresh Saraaf	0	0	5401	0.11
23	Shyam Sunder Agarwal	0	0	5401	0.11
24	Sunrise Wealth Advisors LLP	0	0	5401	0.11
25	Chatarbhuja Kishanlal Agarwal	0	0	5401	0.11
26	Shabeena Shaik	0	0	3750	0.08
27	Rahul Bhaiya	0	0	2700	0.05
28	Venkata Ramesh Annangi	0	0	2700	0.05
29	Dilip Rerolling Pvt Ltd	0	0	2700	0.05
30	ABST Family Trust	0	0	2700	0.05
31	Mayank Agarwal	0	0	2700	0.05
32	G Madhuri	0	0	2700	0.05
33	Bhanuraja Zampani	0	0	2700	0.05
34	Sukla Basu	0	0	2700	0.05
35	Venkata Narayana Murthy Kothiyala	0	0	2700	0.05
36	Zainab Yusuf Safdari	0	0	2700	0.05
37	Abhishek Mittapalli	0	0	2700	0.05
38	Mr. Ankit Pushparaj	0	0	2700	0.05
39	Richa Parwal	0	0	2700	0.05
40	Madhur Kabra	0	0	2700	0.05
41	Chanchal Bhadouria	0	0	2700	0.05
42	Veena Kayal	0	0	2700	0.05
43	Prem Lata Saboo	0	0	2700	0.05
44	Harish Jitmal Bhansali	0	0	2700	0.05
45	Suhani Poddar	0	0	2700	0.05
46	Gyatri Saini	0	0	2700	0.05
47	Priyanka Jain	0	0	2700	0.05
48	Puneet Kalani	0	0	2700	0.05
49	Mihir Jain	0	0	2700	0.05
50	Mayank Jain	0	0	2700	0.05
51	Huzefa Hajee	0	0	1650	0.03



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