

GREENLOOP SOLUTIONS PRIVATE LIMITED

CIN: U20116DL2025PTC442217

Registered Address: M-5A, Magnum House-II, Commercial Complex,
Karam Pura, West Delhi: 110015.

Email Id: - greenloopsolutionspvt.ltd@gmail.com

NOTICE OF THE (02/2025) EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the (02/2025) Extra Ordinary General Meeting of the Members of **Greenloop Solutions Private Limited** ("the company") is scheduled to be held on **Monday, 09th day of June, 2025 at 11:00 A.M** at the Registered Office of the Company situated at **M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi: 110015** to consider and transact the following business:-

SPECIAL BUSINESS: -

ITEM NO. 1 TO CONSIDER AND APPROVE THE DRAFT LETTER OF OFFER FOR OFFER AND ISSUANCE OF 59,90,000 (FIFTY-NINE LAKHS NINETY THOUSAND) EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 and any other applicable rules and/or regulations made thereunder, applicable clauses of the existing memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to offer and issue 59,90,000 (Fifty-Nine Lakhs Ninety Thousand) Equity Shares of Rs. 10/- (Ten) each for cash at par aggregating upto Rs. 5,99,00,000 (Rupees Five Crore Ninety-Nine Lakhs Only) through private placement (the "Issue"), in one or more tranches, in such manner and on such terms and condition as may be decided by the board to the Proposed allottees as mentioned below:-

S. No.	Name	Address	Occupation	No. of Shares	Nominal Value per share (in Rs.)	Premium Value (in Rs.)	Amount (including Premium) (in Rs.)
1	Swaranganga Consultants Private Limited	Plot No. 14 Sector 20, Dwarka, South West Delhi, New Delhi, 110075	Business	30,00,000	10	NIL	3,00,00,000/-
2	Golconda Estates Private Limited	M-14, Balram House, Karampura Commercial Complex, New Delhi: 110015	Business	29,90,000	10	NIL	2,99,00,000/-
TOTAL				59,90,000	10	NIL	5,99,00,000

RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 and any other applicable rules and/or regulations made thereunder, applicable clauses of the existing memorandum and articles of association of the Company, the draft letter of offer cum application in Form PAS-4 along with other related documents, as placed before the shareholders be and are hereby approved and to authorize any director of the Company to sign and circulate the draft letter of offer cum application in Form PAS-4 and record the private placement offer in Form PAS-5.

RESOLVED FURTHER THAT The Valuation Report dated 12th May 2025 (under Companies Act, 2013) from Arunesh Kumar Dubey (Regd. No. IBBI/RV/03/2020/12786), the Registered Valuer as circulated and tabled at the shareholder's meeting be and is hereby considered.

RESOLVED FURTHER THAT the above equity shares shall rank pari-passu in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorized on behalf of the Company to file necessary E-forms with the Registrar of the Companies, and to do all such acts, deeds, matters and things as may be considered necessary to give effect to this aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution signed either physically or digitally by any director of the Company be provided to anyone concerned or interested in the matter."

**CERTIFIED TO BE TRUE
FOR GREENLOOP SOLUTIONS PRIVATE LIMITED**

For GREENLOOP SOLUTIONS PVT. LTD.

Director/Auth. Signatory

Naina Talwar

Director

(DIN: 07680338)

Address: A-66, Parwana Apartments,
Mayur Vihar, Phase-I, New Delhi- 110091.

Date: 15.05.2025

Place: New Delhi

NOTES:

1. An explanatory statement pursuant to sub-section (1) of Section 102 of the Act stating all material facts & the reasons thereof is annexed hereto as attached in **Annexure-I**.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a member of the company. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
3. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder, Proxy Form (MGT 11) is enclosed herewith as **Annexure-II**.
4. The Statutory registers maintained under Section 170 & 189 of the Companies Act, 2013 shall be made available at the venue for inspection by the members at (02/2025) Extra Ordinary General Meeting of the Company.
5. Members are requested to intimate immediately any change in their address, including e-mail addresses at the earliest to enable the company to send all future communications at the right address.
6. Members/Proxies are requested to bring in their duly filled in and signed attendance slip for the purpose of attending the meeting along with their id proofs such as Aadhar/Pan/ Voter id to attend the meeting, Attendance Slip is attached herewith as **Annexure -III**.
7. Member seeking inspection/any information with regards to the documents referred to in the notice or any matter to be placed at the meeting, are requested to write to the Company before the commencement of the Meeting through email at greenloopsolutionspvt.ltd@gmail.com the same will be replied by the Company suitably. Additionally, the copies of relevant documents will be made available for inspection at the meeting.
8. Route map of the venue of meeting is attached to this notice and marked as **Annexure-IV**

ANNEXURE-I
EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Resolution No. 1 mentioned in the accompanying Notice.

ITEM NO. 1: TO CONSIDER AND APPROVE THE DRAFT LETTER OF OFFER FOR OFFER AND ISSUANCE OF 59,90,000 (FIFTY-NINE LAKHS NINEETY THOUSAND) EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ON PRIVATE PLACEMENT BASIS

Object and Purpose:

The shareholders are hereby informed that the company intends to raise Rs. 5,99,00,000 (Rupees Five Crore Ninety-Nine Lakhs Only) by issuance of 59,90,000 (Fifty-Nine Lakhs Ninety Thousand) fully paid-up equity shares having face value of Rs.10/- each on private placement basis to Swaranganga Consultants Private Limited and Golconda Estates Private Limited as per the details below.

Pursuant to the provisions of Section 42 and 62 of Companies Act, 2013 read with relevant rules thereunder, the approval of shareholders is sort for the said issue.

Material facts concerned with and relevant to the issued shares are according to disclosure as required to be given under Rule 14(1) of the Companies (Prospectus) Rules, 2014 are as follows:

S.No	Particulars	Details
1	Particulars of the offer including the date of passing of the Board Resolution	Issue of upto 59,90,000 (Fifty-Nine Lakhs Ninety Thousand) equity shares at a price of Rs. 10/- each. Date of passing Board Resolution: 15 th May, 2025.
2	Objects of the Issue	The offer is made with an object to start with the business activities of the Company which requires an infusion of fresh funds in the form of additional capital.
3	Kinds of securities offered and the price at which security is being offered/ allotment is proposed	Equity shares are offered at a price of Rs. 10/- per share i.e. Face Value.
4	Amount which the company intends to raise by way of such securities	The Company intends to raise Rs. 5,99,00,000 (Rupees Five Crore Ninety Nine Lakhs Only) by issue and allotment of 59,90,000 (Fifty-Nine Lakh Ninety Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.
5	Total Number of Securities to be Issued	59,90,000 (Fifty-Nine Lakh Ninety Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

6	Basis on which the price has been arrived at along with report of the registered valuer			The price has been arrived on basis of the valuation report dated 12 th May 2025. The price has been determined based on the Discounted Cash Flow method. Valuation Report will be made available to the shareholders of the Company separately.		
7	Name and address of the valuer who performed the valuation			Name: Arunesh Kumar Dubey Address: 302, E-21, Mahesh Bhawan, Jawahar Park, Laxmi Nagar, New Delhi- 110092		
8	Relevant date with reference to which the price has been arrived			12 th May, 2025		
9	The class or classes of person to whom allotment is proposed to be made			Person other than existing shareholder and employees of the Company, who are part of Promoter and Non-promoter group.		
10	Intention of Promoter, Directors or Key managerial person to subscribe to the offer.			There is no intention of Directors or Key managerial person to subscribe to the offer.		
11	The Proposed time within which the allotment shall be completed			The Company shall complete the issue and allotment of equity shares within 60 days from the date of receipt of application money.		
12	Material Terms of raising of such securities			The Equity Shares to be allotted shall rank pari passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 10/- (Rupees Ten) each of the Company.		
13	Principle terms of assets charged as securities			Not Applicable		
14	The Name of the proposed allottees and the percentage of post Issue capital that may be held by them.					
15	S. No	Name of the Proposed Allottees	Present Holding	% of Pre Issue Capital	No of Shares Allotted	% of Post Issue Capital
	1	Swaranganga Consultants Private Limited	0	0	30,00,000	50
	2	Golconda Estates Private Limited	0	0	29,90,000	49.84
16	The change in control, if any, in the Company that would occur consequent to the Private Placement.			Not Applicable		
17	The number of Persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price			Not Applicable		
18	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer			Not Applicable		
19	The pre-issue and post issue (equity) shareholding pattern of the company in the following format:					

S. No	Category	Pre – Issue		Post Issue		
		No of Shares Held	% of Share Holding	No of Shares Held	% of Share Holding	
A	Promoter Holding:					
1	Indian					
	Individual	10,000	100	10,000	0.16	
	Bodies Corporate	-	-	29,90,000	49.84	
	Sub Total	10,000	100	10,000	50.00	
2	Foreign Promoters	-	-	-	-	
	Sub Total (A)	10,000	100	30,00,000	50.00	
B	Non-Promoters Holding:					
	Institutional Investors	-	-	-	-	
	Non- Institution	-	-	-	-	
	Private Corporate Bodies		-	30,00,000	50.00	
	Directors and relatives	-	-	-	-	
	Indian Public			-	-	
	Others (including NRIs)	-	-	-	-	
	Sub Total(B)	-	-	30,00,000	50.00	
	Grand Total	10,000	100	60,00,000	100	
<i>Note: Post issue capital is calculated without any transfers during the period.</i>						

A company offering or making an invitation to subscribe to securities on Private Placement basis, is required to obtain prior approval of the members by way of special resolution, for each of the offers or invitation.

The Board recommends the aforesaid resolution no. 1 for the approval of the members by way of a Special Resolution.

None of the Directors and other Key Managerial Personnel of the Company, including their relatives, are, in any way, concerned or interested, financially or otherwise in the said Resolution except to the extent of their respective shareholding in the Company, if any.

Certified To Be True

For Greenloop Solutions Private Limited

For GREENLOOP SOLUTIONS PVT LTD

 Director/Auth. Signatory

Naina Talwar

Director

(DIN: 07680338)

Address: A-66, Parwana Apartments,
 Mayur Vihar, Phase-I, New Delhi- 110091

ANNEXURE-II

**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	U20116DL2025PTC442217
Name of the company	Greenloop Solutions Private Limited
Registered office	M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi:110015

Name of the Members	
Registered Address	
E-mail ID	
Folio No.	

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

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02/2025 Extra Ordinary General Meeting of the Members of **Greenloop Solutions Private Limited** to be held on **Monday, 09th day of June, 2025 at 11:00 A.M** at the Registered Office of the Company situated at **M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi: 110015** and at any adjournment thereof in respect of such resolutions as indicated below:

S.No.	Special Business
1.	TO CONSIDER AND APPROVE THE DRAFT LETTER OF OFFER FOR OFFER AND ISSUANCE OF 59,90,000 (FIFTY-NINE LAKHS NINETY THOUSAND) EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ON PRIVATE PLACEMENT BASIS

Affix
Revenue
Stamp

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.**
- **For Resolutions, Explanatory Statement & Notice, Please refer to the Notice of the (02/2025) Extra Ordinary General Meeting.**

ANNEXURE -III
ATTENDANCE SLIP

CIN	U20116DL2025PTC442217
Name of the company	Greenloop Solutions Private Limited
Registered office	M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi: 110015

Name:	
Address:	
Folio No.	
No. of Shares held	

1. I hereby record my presence at the (02/2025) Extra Ordinary General Meeting of the Members of **Greenloop Solutions Private Limited** held on **Monday, 09th day of June, 2025 at 11:00 A.M** at the Registered Office of the Company situated at **M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi: 110015.**
2. Name & Signature of the Shareholder/
Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his/her copy of the notice for reference at the meeting.

ANNEXURE-IV

MAP FOR THE VENUE OF THE (02/2025) EXTRA ORDINARY GENERAL MEETING

M-5A, Magnum House-II, Commercial Complex, Karam Pura, New Delhi: 110015.

