NOTICE

Notice is hereby given that Seventeenth Annual General Meeting of the Members of the **PREMIER GREEN INNOVATIONS PRIVATE LIMITED** will be held on **Tuesday, 24th day of September 2024** at **04:30 p.m.** through Video Conferencing/other audio-visual means (VC/OAVM) at shorter notice to transact the following business:

ORDINARY BUSINESSESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company as of 31st March 2024 together with the Report of the Auditor's and Director's thereon.

2. **To re-appoint M/s. Mohan Gupta & Company, Chartered Accountants (FRN: 006519N) as Statutory Auditors of the company**

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

   "**RESOLVED THAT** pursuant to the provision of Sections 139 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Mohan Gupta & Company, Chartered Accountants (FRN: 006519N), from whom written consent to act as statutory auditor along with certificate pursuant to Section 139(1) of the Companies Act, 2013 has been received, be and are hereby re-appointed as the Statutory Auditors of the company for another term of five years commencing from the conclusion of this annual general meeting till the conclusion of annual general meeting to be held in 2029, at a remuneration as may be decided by the Board of Directors of the Company including out of pocket expenses.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and any other statutory authorities."

SPECIAL BUSINESSESS:

3. **To issue 53,146 Share warrants to Mr. B Prasanna Achar on a Preferential Basis**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant Rules thereunder and other applicable provisions, if any, of the said Act, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to statutory, regulatory and government approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to undertake to offer, issue, and allot up to 53,146 Share Warrants (herein after referred to as "**Warrants**") at a price of Rs. 143/- convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 133/- per equity share aggregating to an amount of up to Rs. 75,99,878/- (Rupees Seventy Five Lakh Ninety Nine Thousand Eight Hundred Seventy Eight Only) on a partly paid or fully paid basis to the following proposed allottees as stated hereunder with its intended allotment of Share Warrants and Equity Shares after conversion be recorded by the Company prior to making the offer and that the issue/offer be made at such time or times, and for such number of Warrants, in one or more tranches, and on such other terms and conditions and in such manner as may be decided by the Board.

Name & address of the proposed Allottee	**Maximum no. Shares**	**Class/ Category**	**Whether the proposed allottee is an existing shareholder**
Mr. B Prasanna Achar Samriddhi Apartments, New No. 5, 3rd Street, Gopalapuram, Chennai-600086	Up to aggregate 53,146 sha warrants	Individual	No

RESOLVED FURTHER THAT the issue of Warrants and Equity Shares after conversion as aforesaid shall be subject to, *inter alia*, the following terms and conditions:

i. The Warrants and Equity Shares after conversion to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
ii. any Equity Shares to be issued and allotted pursuant to the conversion or exchange of Warrants into Equity Shares shall rank paripassu inter se and with the existing equity shares of the Company in all aspects.

RESOLVED FURTHER THAT the issue of warrants as above, shall be subject to the following terms and conditions:

A. Each warrant shall be convertible into one equity share of Rs.10**/-** each, of the Company.

B. Warrant holder shall be entitled to apply for conversion of Warrants into Equity Shares of the Company within a period of 3 years from allotment Warrants or Pre-IPO date whichever is earlier.

C. The Warrant Holder on or before the expiration period of the aforesaid Conversion shall have the option to exercise the right attached to the Warrants to convert into Equity Shares, by delivering a notice to the Company along with:

(i) the Warrant Certificate; and
(ii) for the number of Investor Warrants exercised, payment of the Warrants Conversion Price of Rs. 143/- per warrant.

D. The Warrants shall not be transferrable.

RESOLVED FURTHER THAT the private placement offer cum application letter [pursuant to section 42 of the companies act, 2013 and rule 14(3) of companies (prospectus and allotment of securities) rules, 2014] draft of which is placed before the board be and is hereby considered and approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable, to settle any question, difficulty or doubt that may occur or arise in regard to the issue of Equity Shares and/ or Warrants, to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any other consent or approval of the shareholders to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to any Committee(s) of Directors, the Director or such other Officer(s) of the Company as it may deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the authority conferred on the Board by this resolution for the Issue of Warrants, on a preferential basis, be exercised by the Board in its sole and absolute discretion and the Board shall be at liberty to allot or not to allot such number of Warrants up to a maximum number of Warrants as approved in this resolution, in the manner determined by the Board including with respect to the nature and type of Warrants to be issued, whether such Warrants are to be issued on a fully paid or partly paid basis, and the manner and timing for receipt of payment of subscription consideration in connection with the Warrants so issued and allotted, subject to compliance with applicable law."

4. To issue 3,51,000 Share warrants to Mr. Rajnish Bahl on a Preferential Basis

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant Rules thereunder and other applicable provisions, if any, of the said Act, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to statutory, regulatory and government approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to undertake to offer, issue, and allot up to 3,51,000 Share Warrants (herein after referred to as "**Warrants**") at a price of Rs. 143/- convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 133/- per equity share aggregating to an amount of up to Rs. 5,01,93,000/- (Rupees Five Crores One Lakh Ninety Three Thousand Only) on a partly paid or fully paid basis to the following proposed allottees as stated hereunder with its intended allotment of Share Warrants and Equity Shares after conversion be recorded by the Company prior to making the offer and that the issue/offer be made at such time or times, and for such number of Warrants, in one or more tranches, and on such other terms and conditions and in such manner as may be decided by the Board.

Name & address of the proposed Allottee	Maximum no. Shares	Class/ Category	Whether the proposed allottee is an existing shareholder
Rajnish Bahl 1204, Pheonix Tower, B Wing, Senpati Bapat Marg, Lower Parel, West Mumbai-400013	Up to an aggregate of 3,51,000 share warrants	Individual	No

RESOLVED FURTHER THAT the issue of Warrants and Equity Shares after conversion as aforesaid shall be subject to, *inter alia*, the following terms and conditions:

i. The Warrants and Equity Shares after conversion to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
ii. any Equity Shares to be issued and allotted pursuant to the conversion or exchange of Warrants into Equity Shares shall rank paripassu inter se and with the existing equity shares of the Company in all aspects.

RESOLVED FURTHER THAT the issue of warrants as above, shall be subject to the following terms and conditions:

A. Each warrant shall be convertible into one equity share of Rs.10**/-** each, of the Company.

B. Warrant holder shall be entitled to apply for conversion of Warrants into Equity Shares of the Company within a period of 3 years from allotment Warrants or Pre-IPO date whichever is earlier.

C. The Warrant Holder on or before the expiration period of the aforesaid Conversion shall have the option to exercise the right attached to the Warrants to convert into Equity Shares, by delivering a notice to the Company along with:

   i. the Warrant Certificate; and
   ii. for the number of Investor Warrants exercised, payment of the Warrants Conversion Price of Rs. 143/- per warrant.

D. The Warrants shall not be transferrable.

RESOLVED FURTHER THAT the private placement offer cum application letter [pursuant to section 42 of the companies act, 2013 and rule 14(3) of companies (prospectus and allotment of securities) rules, 2014] draft of which is placed before the board be and is hereby considered and approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable, to settle any question, difficulty or doubt that may occur or arise in regard to the issue of Equity Shares and/ or Warrants, to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any other consent or approval of the shareholders to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred on it, to any Committee(s) of Directors, the Director or such other Officer(s) of the Company as it may deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the authority conferred on the Board by this resolution for the Issue of Warrants, on a preferential basis, be exercised by the Board in its sole and absolute discretion and the Board shall be at liberty to allot or not to allot such number of Warrants up to a maximum number of Warrants as approved in this resolution, in the manner determined by the Board including with respect to the nature and type of Warrants to be issued, whether such Warrants are to be issued on a fully paid or partly paid basis, and the manner and timing for receipt of payment of subscription consideration in connection with the Warrants so issued and allotted, subject to compliance with applicable law."

5. **To regularize the appointment of Mr. S. Rajagopalan Nandakumar as Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of the Companies Act and rules made thereunder, the appointment of Mr. S. Rajagopalan (DIN: 00520330), as an Additional Director with effect from 14th February 2024, be and is hereby regularized as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorized to take all such actions and do all such things as may be required to give effect to this resolution, including but not limited to, filing the necessary forms with the Registrar of Companies."

6. **To regularize the appointment of Mr. Biranchi Narayan Swain as Director of the Company**

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

"RESOLVED THAT in accordance with the provisions of the Companies Act and rules made thereunder, the appointment of Mr. Biranchi Narayan Swain (DIN: 10577376), as an Additional Director with effect from 20th April 2024, be and is hereby regularized as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorized to take all such actions and do all such things as may be required to give effect to this resolution, including but not limited to, filing the necessary forms with the Registrar of Companies."

7. **To borrow the money in excess of the aggregate of the paid-up share capital and free reserves of the company to the extent of Rs. 600 crores.**

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, at any point in time, exceed the total limit of Rs. 600 Crores (Rupees Six Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution, including filing of necessary e-forms with the Registrar of the Companies."

8. To create Charge, Mortgage and hypothecation on the properties of the Company.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans, shall not, at any point of time, exceed the total limit of Rs. 600 Crores (Rupees Six Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution, including filing of necessary e-forms with the Registrar of the Companies."

By the order of the Board of Directors
For Premier Green Innovations Private Limited
(Formerly known as Premier Alcobev Private Limited)

Sd/-
Navjeet Singh Sobti
Director
DIN: 00008393

Date: 16.09.2024
Place: New Delhi

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.

2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at F-33/3, Okhla Industrial Area, Phase-II, Delhi, India, 110020 which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the AGM through VC/OAVM, participate thereat, and cast their votes through e-voting.

4. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, Attendance Slip is not annexed to this Notice.

5. The AGM of the Company is held on shorter notice in line with provisions of section 101 (1) of the Companies Act, 2013. Format of Shorter Notice consent is attached herewith as **Annexure 1.**

6. Corporate shareholders are requested to send to the Company a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@paplgroup.com.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under agenda Item no. 3 to 8.

8. All the related documents will be available for inspection upto the date of AGM during the working hours of the Company.

9. Shareholders seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before 20th September, 2024 through email on cs@paplgroup.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3

The Board of Directors in their meeting held on August 9, 2024, has approved the issue of Share Warrants to Mr. B. Prasanna Achar on a preferential basis up to 53,146 Convertible into or Exchangeable for Equity Shares (either fully paid up or on a partly paid basis) on the following terms and conditions:

A. **Issue and allotment of Share warrants on a preferential basis up to 53,146 Convertible into or Exchangeable for Equity Shares (either fully paid up or on a partly paid basis), on a Preferential Basis ("Preferential Issue/Offer")**

For the purpose supporting the growth and implementation of the plant expansion program as well as for meeting the working capital requirement it was proposed to raise capital through the issue of **53,146** Share Warrants (Fifty-Three Thousand One Hundred Forty-Six) at a price of Rs. 143/- (Rupees One Hundred and forty-three only) convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 133/- per equity share aggregating to an amount of up to Rs. 75,99,878/- (Rupees Seventy-Five Lakh Ninety-Nine Thousand Eight Hundred Seventy-Eight Only) on a partly paid or fully paid basis to the following proposed allottees as state hereunder:

Name & address of the proposed Allottee	**Maximum no of shares**	**Class/ Category**	**Whether the proposed allottee is an existing shareholder**
Mr. B Prasanna Achar Samriddhi Apartments, New No. 5, 3rd Street, Gopalapuram, Chennai-600086	Up to an aggregate of 53,146 shares warrants	Individual	No

The Board of Directors of the Company had considered the proposal and felt that a strategic alliance with the proposed allottee can benefit the Company, and the financial backing would support business growth aspirations of the Company.

Accordingly, the Board of Directors, proposes to offer, issue and allot share warrants convertible into or exchangeable for equity shares.

The proceeds of the Preferential Offer are proposed to be utilized to augment the long-term capital requirement of the Company to meet its growth plans. The Board believes that the proposed Preferential Offer will be in the best interest of the Company and all its members.

The issue of share warrants is authorised by Article 13A of the Articles of Association of the Company.

B. **Disclosure as required as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 with reference to the proposed issuance of upto 53,146 Shares Warrants convertible into or exchangeable for Equity Shares (herein after referred to as "Warrants"), on preferential basis ("Preferential Issue/Offer") as contemplated in the Resolution at Item No. 3:**

i. **Objects of the issue**

The objects of the Issue are to augment the long-term capital requirement of the Company to meet its growth plans.

ii. **Total number of Share Warrants to be issued.**

The Company proposes to issue and allot a total of up to **53,146** share warrants of the Company convertible into or exchangeable for Equity Shares ("**Warrants**"), on a preferential basis.

iii. **Price or price band at / within which the allotment is proposed.**

The Warrants are proposed to be issued at a price of Rs. 143/- (Rupees one hundred and forty-three only) per Warrant, i.e. at a premium of Rs. 133/- (Rupees one hundred and thirty-three only) per Warrant.

iv. **Payment schedule**

The subscription price for the Warrants shall be payable in the manner decided by the Board. The Warrants, and/or any portion of the Warrants, may be issued and allotted by the Board on either a fully paid or partly paid basis, and on such terms as may be approved and agreed by the Board, including in relation to payment schedule and/or payment timing for such payment of the subscription amounts, subject in all cases to all requirements of applicable law.

The Share Warrants issued will be converted into an equal number of Equity Shares, within in the time limit of 3 years or Pre-IPO of the Company, whichever is earlier and under applicable rules, regulations and laws for the time being in force. In the event that Warrants issued are convertible into or exchangeable for Equity Shares, then unless paid earlier, the entire outstanding portion of the consideration for such Equity Shares or Warrants will become payable on the last day of the period within which such balance consideration is required to be paid under applicable law.

v. **Basis on which the price has been arrived at along with report of the Registered Valuer**

The issue price shall be at a price not less than the fair value i.e. Rs. 143/- per Warrants (including a premium of Rs. 133/- per Warrant) determined as per the Discounted Free Cash Flow method, based on the valuation report submitted by Ms. Ekta Sharma, IBBI Registered Valuer, Registration No. IBBI/RV/03/2020/13038, COP NO. ICSI RVO/COP/SFA0620/154, and taking into account the instructions/guidelines, on pricing of shares under preferential offer as well as the relevant Rules prescribed under the Companies Act, 2013.The Board considers the proposed issue price justifiable. The valuation report referred to herein is available at the Registered Office of the Company for inspection.

vi. **Relevant date with reference to which the price has been arrived at**

The Relevant Date for the determination of the price is June 30, 2024.

vii. **The class / classes of persons to whom the allotment is proposed to be made**

The Warrants shall be issued and allotted to individual.

viii. **Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer**

None of the Directors, Key Management Personnel or their relatives are being offered the Share Warrants and therefore have no intention to subscribe to the offer.

ix. **The proposed time within which the allotment shall be completed**

The allotment of Warrants shall be completed within a maximum period of 12 (twelve) months from the date of passing of the special resolution approving such issuance and allotment. The Company shall issue and allot Warrants as approved by the Board, within the period prescribed under applicable law, being a maximum of 60 (sixty) days from the date of receipt of the relevant portion of application amounts.

x. **The names of the proposed allottees and the percentage of share capital that may be held by them following the completion of the Issue**

Sr. No	Name of the proposed allottee	Number of Equity Shares/Warrants held by the proposed allottee prior to the Issue	Shareholding of the proposed allottee prior to the Issue	Maximum No. of Warrants Equity Shares to be offered in the Issue	Number of Warrants Equity shares held by the proposed allottee following the Issue	Shareholding of the proposed allottee following the Issue
1.	Mr. B. Prasanna Achar	-	-	53,146	53,146	0.14%

xi. The change in control, if any, in the Company that would occur consequent to the preferential offer.

There will be no change in control.

xii. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the FY 2024-25, the Company has allotted 3,83,300 share warrants to Mr. S. Rajagopalan Nandakumar, Director of the Company, on preferential basis on 9th August, 2024.

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

Not applicable. No Warrants are intended to be allotted for consideration other than cash.

xiv. **The pre- issue and post issue share holding pattern of the Company.**

Pre-issue Shareholding pattern of the Company					
S.no	**Shareholder**	**No. of Shares held**	**Face Value**	**Total paid up Share Capital**	**%**
1	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	38.04
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	7.09
3	Shikha Gupta	95,86,000	10	9,58,60,000	25.16
4	Ashok Bhatia	4,999	10	49,990	0.01
5	Prabhjeet Singh Soni	1	10	10	0.00
6	Rambhoi Yadav	11	10	110	0.00
7	Avonmore Capital & Management Services Limited	24,72,892	10	2,47,28,920	6.49
8	Founders Collective Fund	15,65,000	10	1,56,50,000	4.11
9	Gurbans Singh	3,00,000	10	30,00,000	0.79
10	Mr. S. Rajagopalan Nandakumar	20,53,300	10	2,05,33,000	***5.39
11	MVPV Ventures LLP	2,30,000	10	23,00,000	0.60
12	Madhuri Kela	31,50,000	10	3,15,00,000	*8.27
13	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**4.06
		TOTAL	**3,80,98,214**	**38,09,82,140**	**100.00**

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 8.27%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 31,50,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Madhuri Madhusudhan kela.*

***These percentage assume a percentage of shareholding for Anantroop Financial Advisory Services Pvt Ltd of 4.06%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 15,45,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Anantroop Financial Advisory Services Pvt Ltd.*

****These percentage assume a percentage of shareholding for S. Rajagopalan Nandakumar of 5.39%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 3,83,300 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to S. Rajagopalan Nandakumar.*

The above Share warrants issued on June 22, 2023, July 24, 2023 and May 7, 2024, in the Extra-Ordinary General Meeting and are yet to be converted into Equity Shares.

Post-issue Shareholding pattern of the Company					
S.no	**Shareholder**	**No. of Shares held**	**Face Value**	**Total paid up Share Capital**	**%**
1	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	37.98
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	7.08
3	Shikha Gupta	95,86,000	10	9,58,60,000	25.13
4	Ashok Bhatia	4,999	10	49,990	0.01
5	Prabhjeet Singh Soni	1	10	10	0.00
6	Rambhoi Yadav	11	10	110	0.00
7	Avonmore Capital & Management Services Limited	24,72,892	10	2,47,28,920	6.48
8	Founders Collective Fund	15,65,000	10	1,56,50,000	4.10
9	Gurbans Singh	3,00,000	10	30,00,000	0.79
10	Mr. S. Rajagopalan Nandakumar	20,53,300	10	2,05,33,000	***5.38
11	MVPV Ventures LLP	2,30,000	10	23,00,000	0.60
12	Madhuri Kela	31,50,000	10	3,15,00,000	*8.26
13	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**4.05
15	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.14
	TOTAL	**3,81,51,360**		**38,15,13,600**	100.00

**These percentage assume a percentage of shareholding for Avonmore Capital & Management Services*
**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 8.26%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 31,50,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Madhuri Madhusudhan kela.*

***These percentage assume a percentage of shareholding for Anantroop Financial Advisory Services Pvt Ltd of 4.05%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 15,45,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Anantroop Financial Advisory Services Pvt Ltd.*

****These percentage assume a percentage of shareholding for S. Rajagopalan Nandakumar of 5.38%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 3,83,300 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to S. Rajagopalan Nandakumar.*

*****These percentage assume a percentage of shareholding for B. Prasanna Achar of 0.14%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 53,146 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to B. Prasanna Achar.*

xv. **Ranking of Share Warrants /Equity Shares**

The Share to be issued on conversion of warrants shall rank paripassu to the extent of the paid-up value inter se and with the then existing Equity Shares of the Company, in all respects including dividend.

Pursuant to applicable provisions of the Companies Act, 2013, the approval of the members of the Company, by way of passing Special Resolution, is required for issue Share Warrants.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 4

The Board of Directors in their meeting held on September 16, 2024, has approved the issue of Share Warrants to Mr. Rajnish Bahl on a preferential basis up to 3,51,000 Convertible into or Exchangeable for Equity Shares (either fully paid up or on a partly paid basis) on the following terms and conditions:

A. Issue and allotment of Share warrants on a preferential basis up to 3,51,000 Convertible into or Exchangeable for Equity Shares (either fully paid up or on a partly paid basis), on a Preferential Basis ("Preferential Issue/Offer")

For the purpose supporting the growth and implementation of the plant expansion program as well as for meeting the working capital requirement it was proposed to raise capital through the issue of **3,51,000** Share Warrants (Three Lakhs Fifty-One Thousand) at a price of Rs. 143/- (Rupees One Hundred and forty-three only) convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 133/- per equity share aggregating to an amount of up to Rs. 5,01,93,000/- (Rupees Five Crores One Lakh Ninety-Three Thousand Only) on a partly paid or fully paid basis to the following proposed allottees as state hereunder:

Name & address of the proposed Allottee	Maximum no of shares	Class/ Category	Whether the proposed allottee is an existing shareholder
Rajnish Bahl 1204, Pheonix Tower, B Wing, Senpati Bapat Marg, Lower Parel, West Mumbai-400013	Up to an aggregate of 3,51,000 share warrants	Individual	No

The Board of Directors of the Company had considered the proposal and felt that a strategic alliance with the proposed allottee can benefit the Company, and the financial backing would support business growth aspirations of the Company.

Accordingly, the Board of Directors, proposes to offer, issue and allot share warrants convertible into or exchangeable for equity shares.

The proceeds of the Preferential Offer are proposed to be utilized to augment the long-term capital requirement of the Company to meet its growth plans. The Board believes that the proposed Preferential Offer will be in the best interest of the Company and all its members.

The issue of share warrants is authorised by Article 13A of the Articles of Association of the Company.

B. **Disclosure as required as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 with reference to the proposed issuance of upto 3,51,000 Shares Warrants convertible into or exchangeable for Equity Shares (herein after referred to as "Warrants"), on preferential basis ("Preferential Issue/Offer") as contemplated in the Resolution at Item No. 4:**

i. Objects of the issue

The objects of the Issue are to augment the long-term capital requirement of the Company to meet its growth plans.

ii. Total number of Share Warrants to be issued.

The Company proposes to issue and allot a total of up to **3,51,000** share warrants of the Company convertible into or exchangeable for Equity Shares ("**Warrants**"), on a preferential basis.

iii. Price or price band at / within which the allotment is proposed.

The Warrants are proposed to be issued at a price of Rs. 143/- (Rupees one hundred and forty-three only) per Warrant, i.e. at a premium of Rs. 133/- (Rupees one hundred and thirty-three only) per Warrant.

iv. Payment schedule

The subscription price for the Warrants shall be payable in the manner decided by the Board. The Warrants, and/or any portion of the Warrants, may be issued and allotted by the Board on either a fully paid or partly paid basis, and on such terms as may be approved and agreed by the Board, including in relation to payment schedule and/or payment timing for such payment of the subscription amounts, subject in all cases to all requirements of applicable law.

The Share Warrants issued will be converted into an equal number of Equity Shares, within in the time limit of 3 years or Pre-IPO of the Company, whichever is earlier and under applicable rules, regulations and laws for the time being in force. In the event that Warrants issued are convertible into or exchangeable for Equity Shares, then unless paid earlier, the entire outstanding portion of the consideration for such Equity Shares or Warrants will become payable on the last day of the period within which such balance consideration is required to be paid under applicable law.

v. Basis on which the price has been arrived at along with report of the Registered Valuer

The issue price shall be at a price not less than the fair value i.e. Rs. 143/- per Warrants (including a premium of Rs. 133/- per Warrant) determined as per the Discounted Free Cash Flow method, based on the valuation report submitted by Ms. Ekta Sharma, IBBI Registered Valuer, Registration No. IBBI/RV/03/2020/13038, COP NO. ICSI RVO/COP/SFA0620/154, and taking into account the instructions/guidelines, on pricing of shares under preferential offer as well as the relevant Rules prescribed under the Companies Act, 2013. The Board considers the proposed issue price justifiable. The valuation report referred to herein is available at the Registered Office of the Company for inspection.

vi. **Relevant date with reference to which the price has been arrived at**

The Relevant Date for the determination of the price is June 30, 2024.

vii. **The class / classes of persons to whom the allotment is proposed to be made**

The Warrants shall be issued and allotted to the individual.

viii. **Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer**

None of the Directors, Key Management Personnel or their relatives, except Mr. Rajnish Bahl, are being offered the Share Warrants and therefore have no intention to subscribe to the offer.

ix. **The proposed time within which the allotment shall be completed**

The allotment of Warrants shall be completed within a maximum period of 12 (twelve) months from the date of passing of the special resolution approving such issuance and allotment. The Company shall issue and allot Warrants as approved by the Board, within the period prescribed under applicable law, being a maximum of 60 (sixty) days from the date of receipt of the relevant portion of application amounts.

x. **The names of the proposed allottees and the percentage of share capital that may be held by them following the completion of the Issue**

Sr. No	Name of the proposed allottee	Number of Equity Shares/Warrants held by the proposed allottee prior to the Issue	Shareholding of the proposed allottee prior to the Issue	Maximum No. of Warrants Equity Shares to be offered in the Issue	Number of Warrants Equity shares held by the proposed allottee following the Issue	Shareholding of the proposed allottee following the Issue
1.	Mr. Rajnish Bahl	-	-	3,51,000	3,51,000	0.91%

xi. **The change in control, if any, in the Company that would occur consequent to the preferential offer.**

There will be no change in control.

xii. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.**

During the FY 2024-25, the Company has allotted 3,83,300 share warrants to Mr. S. Rajagopalan Nandakumar, Director of the Company, on preferential basis on 9th August, 2024.

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

Not applicable. No Warrants are intended to be allotted for consideration other than cash.

xiv. **The pre- issue and post issue share holding pattern of the Company.**

Pre-issue Shareholding pattern of the Company					
S.no	**Shareholder**	**No. of Shares held**	**Face Value**	**Total paid up Share Capital**	**%**
1	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	37.98
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	7.08

3	Shikha Gupta	95,86,000	10	9,58,60,000	25.13
4	Ashok Bhatia	4,999	10	49,990	0.01
5	Prabhjeet Singh Soni	1	10	10	0.00
6	Rambhoi Yadav	11	10	110	0.00
7	Avonmore Capital & Management Services Limited	24,72,892	10	2,47,28,920	6.48
8	Founders Collective Fund	15,65,000	10	1,56,50,000	4.10
9	Gurbans Singh	3,00,000	10	30,00,000	0.79
10	Mr. S. Rajagopalan Nandakumar	20,53,300	10	2,05,33,000	***5.38
11	MVPV Ventures LLP	2,30,000	10	23,00,000	0.60
12	Madhuri Kela	31,50,000	10	3,15,00,000	*8.26
13	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**4.05
15	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.14
	TOTAL	**3,81,51,360**		**38,15,13,600**	100.00

These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 8.26%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 31,50,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Madhuri Madhusudhan kela.

***These percentage assume a percentage of shareholding for Anantroop Financial Advisory Services Pvt Ltd of 4.05%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 15,45,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Anantroop Financial Advisory Services Pvt Ltd.*

****These percentage assume a percentage of shareholding for S. Rajagopalan Nandakumar of 5.38%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 3,83,300 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to S. Rajagopalan Nandakumar.*

*****These percentage assume a percentage of shareholding for B. Prasanna Achar of 0.14%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 53,146 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to B. Prasanna Achar.*

The above Share warrants issued on June 22, 2023, July 24, 2023 and May 7, 2024, in the Extra-Ordinary General Meeting and are yet to be converted into Equity Shares.

Post-issue Shareholding pattern of the Company					
S.no	**Shareholder**	**No. of Shares held**	**Face Value**	**Total paid up Share Capital**	**%**
1	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	37.64
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	7.01
3	Shikha Gupta	95,86,000	10	9,58,60,000	24.90

4	Ashok Bhatia	4,999	10	49,990	0.01
5	Prabhjeet Singh Soni	1	10	10	0.00
6	Rambhoi Yadav	11	10	110	0.00
7	Avonmore Capital & Management Services Limited	24,72,892	10	2,47,28,920	6.42
8	Founders Collective Fund	15,65,000	10	1,56,50,000	4.06
9	Gurbans Singh	3,00,000	10	30,00,000	0.78
10	Mr. S. Rajagopalan Nandakumar	20,53,300	10	2,05,33,000	***5.33
11	MVPV Ventures LLP	2,30,000	10	23,00,000	0.60
12	Madhuri Kela	31,50,000	10	3,15,00,000	*8.18
13	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**4.01
14	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.14
15	Rajnish Bahl	3,51,000	10	35,10,000	*****0.91
	TOTAL	**3,85,02,360**		**38,50,23,600**	100.00

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 8.18%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 31,50,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Madhuri Madhusudhan kela.*

***These percentage assume a percentage of shareholding for Anantroop Financial Advisory Services Pvt Ltd of 4.01%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 15,45,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Anantroop Financial Advisory Services Pvt Ltd.*

****These percentage assume a percentage of shareholding for S. Rajagopalan Nandakumar of 5.33%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 3,83,300 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to S. Rajagopalan Nandakumar.*

*****These percentage assume a percentage of shareholding for B. Prasanna Achar of 0.14%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 53,146 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to B. Prasanna Achar.*

******These percentage assume a percentage of shareholding for Rajnish Bahl of 0.91%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 3,51,000 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Rajnish Bahl.*

xv. **Ranking of Share Warrants /Equity Shares**

The Share to be issued on conversion of warrants shall rank paripassu to the extent of the paid-up value inter se and with the then existing Equity Shares of the Company, in all respects including dividend.

Pursuant to applicable provisions of the Companies Act, 2013, the approval of the members of the Company, by way of passing Special Resolution, is required for issue Share Warrants.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 5

The Board of Directors of the Company, at its meeting held on February 14, 2024, appointed Mr. Rajagopalan Nandakumar as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, an Additional Director appointed by the Board of Directors must be regularized by the members of the Company by way of passing Ordinary Resolution at the next Annual General Meeting (AGM). Therefore, it is proposed to regularize the appointment of Mr. Rajagopalan Nandakumar as a Director of the Company in the ensuing AGM to comply with the statutory requirements and to continue benefiting from his contributions to the Company.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

The Board of Directors of the Company, at its meeting held on April 20, 2024, appointed Mr. Biranchi Narayan Swain as an Additional Director of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

In accordance with the provisions of Section 161(1) of the Companies Act, 2013, an Additional Director appointed by the Board of Directors must be regularized by the members of the Company by way of passing Ordinary Resolution at the next Annual General Meeting (AGM). Therefore, it is proposed to regularize the appointment of Mr. Biranchi Narayan Swain as a Director of the Company in the ensuing AGM to comply with the statutory requirements and to continue benefiting from his contributions to the Company.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 7

To support the Company’s ongoing business activities, expansion plans, and to meet its working capital requirements, the Board proposes to increase the borrowing limits. The proposed resolution seeks to authorize the Board to borrow money up to a maximum amount of Rs. 600 Crores including the money already borrowed by the Company exceeding in aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company requires authorization from the shareholders, by way of Special Resolution, to borrow monies exceeding the limits prescribed by the Act.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 8

The Board of Directors of the Company, at their meeting held on 9th September, 2024, approved the creation of charge, mortgage and hypothecation on the properties of the Company in connection with the amount borrowed by the company up to Rs. 600 Crores.

In terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company requires authorization from the shareholders, by way of Special Resolution.

Therefore, the Directors recommend the Resolution as set out in the Notice for the approval of the Members.

All the related documents are available for inspection during the working hours at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel or their relatives may deem to be concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

By the order of the Board of Directors
For Premier Green Innovations Private Limited
(Formerly known as Premier Alcobev Private Limited)

Sd/-
Navjeet Singh Sobti
Director
DIN: 00008393

Date: 16.09.2024
Place: New Delhi

Annexure 1

Date:

To,
The Board of Directors
Premier Green Innovations Private Limited
(Formerly known as Premier Alcobev Private Limited)
F-33/4, Okhla Industrial Area,
Phase -II, New Delhi-110020

Subject: <u>Consent for convening 17th Annual General Meeting at shorter notice</u>

Dear Sir,

We, **(Name of the Shareholder)**, holding **(Number of equity shares)** Equity Shares (**Percentage of holding**) shares of Rs. 10/- each in the Company as shareholder, hereby give consent, pursuant to Section 101(1) of the Companies Act 2013, to hold the 17th Annual General Meeting on Tuesday, September 24, 2024, at 04:30 P.M. at shorter notice.

Thanking you,

(Name of the Shareholder)
(Shareholder)

Place: