PREMIER GREEN INNOVATIONS PRIVATE LIMITED

(Formerly known as Premier Alcobev Private Limited)
CIN: U15530DL2007PTC281067
Registered office:F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020, India

NOTICE

Shorter Notice is hereby given that the Extra-Ordinary General Meeting of the Members of the **PREMIER GREEN INNOVATIONS PRIVATE LIMITED** (*formerly known as Premier Alcobev Private Limited)* will be held on **Saturday,** 21st day of December**, 2024** at **04:00 p.m.** through Video Conferencing/other audio-visual means (VC/OAVM) to transact the following business:

SPECIAL BUSINESSESS:

1. **TO CONSIDER AND THE ISSUE AND ALLOTMENT OF UP TO 40,00,000 EQUITY SHARES (EITHER FULLY PAID-UP OR ON A PARTLY PAID BASIS), ON PREFERENTIAL BASIS.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, 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, authority and approval of the Members be and is hereby accorded to the Board to undertake to offer, issue and allot upto 40,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 140/- per equity share aggregating to an amount of up to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) and the amount will be received in one or more tranches, on a partly paid or fully paid basis to the persons as mentioned below, on Preferential Allotment basis (the "Issue of Equity Shares"), further details of proposed allotees as stated hereunder with its intended allotment of equity shares be recorded by the Company prior to making the offer and that the issue of Equity Shares be made at such time or times, and for such number of equity shares, in one or more tranches, and on such other terms and conditions and in such manner as may be decided by the Board.

Name and address of the proposed Allottee	**Maximum no. of shares**	**Class/Category**	**Whether the proposed allottee is an existing shareholder**
EBISU Global Opportunities Fund Limited	Upto an aggregate of 16,66,666	FPI Registration Number INMUFP063024	No

C/O SpearFin Ltd., 1 Exchange Square, Tower B, Level 7, Ebene, Mauritius, 72201	equity shares	registered in India with Securities and Exchange Board of India under the SEBI (Alternative Investment Fund) Regulation, 2012	
Mr. S. Rajagopalan Nandakumar Door No 8/91 Asta Arise Wing C/Flat No.C 16A/17th Floor,SIR C.P Ramaswamy Road Alwarpet,Chennai-TN-600018	Upto an aggregate of 10,00,000 equity shares	Individual	Yes
Capri Global Holdings Private Limited 1-B, Court Chambers, 35 Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai, Maharashtra, India, 400020	Upto an aggregate of 6,66,667 equity shares	Corporate	No
Avonmore Capital and Management Services Limited F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020	Upto an aggregate of 6,66,667 equity shares	Corporate	Yes

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

i. The Equity Shares to be so offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
ii. The Equity Shares to be issued and allotted in the issue, shall rank pari-passu 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.
iii. The said shares will be issued subject to the demat of all existing securities of Promoters, Directors and KMPs.

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 and Mr. Navjeet Singh Sobti and Ms. Shikha Gupta, Directors of the Company be and are hereby severally authorised to issue shares by signing and issuing offer letter to proposed allotees.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company, be and are hereby severally authorised 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, 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 authorised to delegate all or any of the Powers herein conferred on it, to Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company or to Committee of Directors, or such other Officer(s) of the Company as it may deem fit to give to the aforesaid resolution.

RESOLVED FURTHER THAT the authority conferred on the Board by this resolution for the issue of Equity Shares, on a preferential basis, be exercised by the Board members or Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, severally or jointly in its sole and absolute discretion and the Board shall be at liberty to allot or not to allot such number of Equity Shares to proposed allotees up to a maximum number of Equity Shares as approved in this resolution, in the manner determined by the Board including with respect to the nature and type of Equity Shares to be issued, whether such Equity Shares 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 equity shares so issued and allotted, subject to compliance with applicable law.

RESOLVED FURTHER THAT the Board or committee of directors be and is hereby authorised to accept any terms, conditions, modifications and stipulations as may be required or stipulated by regulatory authority in connection with the issue of equity shares, while granting approval to the Company for issue of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company, be and are hereby jointly or severally authorised to do all such acts, deeds, matters and to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

2. <u>TO CONSIDER AND APPROVE THE ISSUE AND ALLOTMENT OF UP TO 666667</u>

EQUITY SHARE WARRANTS (EITHER FULLY PAID-UP OR ON A PARTLY PAID UP), ON PREFERENTIAL ALLOTMENT BASIS

To consider and, if thought fit, to pass with or without modifications, the following resolution as 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 Board be and is hereby accorded to undertake to offer, issue, and allot up to 666667 Share Warrants (herein after referred to as "**Warrants**") at a price of Rs. 150/- convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 140/- per equity share aggregating to an amount of up to Rs. 100,000,050/- (Rupees Ten Crores Fifty Only) and the amount will be received from one or more tranches, 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 of shares	Class/ Category	Whether the proposed allottee is an existing shareholder
Avonmore Capital and Management Services Limited F-33/3, Okhla Industrial Area, Phase-II, New Delhi-110020	Upto an aggregate of 6,66,667 Share warrants	Corporate	Yes

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.

iii. The said shares will be issued subject to the demat of all existing securities of Promoters, Directors and KMPs.

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 six months from the date of passing shareholders' Resolution.

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 for the number of Investor Warrants exercised, payment of the Warrants Conversion Price of Rs. 150/- 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 and Mr. Navjeet Singh Sobti and Ms. Shikha Gupta, Directors of the Company be and are hereby severally authorised to issue shares by signing and issuing offer letter to proposed allotees.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company, be and are hereby severally authorised 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 authorised to delegate all or any of the Powers herein conferred on it, to Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company or to Committee of Directors, or such other Officer(s) of the Company as it may deem fit to give 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 members or Mr.

Navjeet Singh Sobti or Ms. Shikha Gupta, severally or jointly 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."

RESOLVED FURTHER THAT the Board or committee of directors be and is hereby authorised to accept any terms, conditions, modifications and stipulations as may be required or stipulated by regulatory authority in connection with the issue of share warrants/equity shares, while granting approval to the Company for issue of warrants/Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Mr. Navjeet Singh Sobti or Ms. Shikha Gupta, Directors of the Company, be and are hereby jointly or severally authorised to do all such acts, deeds, matters and to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

3. **TO AMEND CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY BY INCREASING AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the

Authorized Share Capital of the Company from Rs. 40,00,00,000/- (Rupees Forty Crores Only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional Equity Shares of Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each, ranking pari passu in respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

"The Authorised Share Capital of the Company shall be Rs. 50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten) each"

RESOLVED FURTHER THAT the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

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

Surbhi

Surbhi
Company Secretary
Membership No. A49395

PREMIER GREEN INNOVATIONS PVT. LTD. Delhi

Date: 12.12.2024
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 EGM of the Company is being held through VC / OAVM. The proceedings of the EGM are deemed to be conducted at the Registered Office of the Company.

2. The proceedings of the EGM 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 EGM. Since the EGM 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 EGM 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 EGM 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 EGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the EGM through VC/OAVM, participate thereat, and cast their votes through e-voting.

4. Since this EGM 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 EGM of the Company is held on shorter notice in line with provisions of section 101 (1) of the Companies Act, 2013.

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 EGM. 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. 1 to 3.

8. All the related documents will be available for inspection up to the date of EGM during the working hours of the Company.

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

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

ITEM NO. 1

The Board of Directors in their meeting held on 12th December, 2024, has approved the issue and allotment of Equity Share on a preferential basis up to 40,00,000 Equity Shares (either fully paid up or on a partly paid basis) on the following terms and conditions:

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 40,00,000 Equity Shares at a price of Rs. 150/- per equity shares either on a fully paid or partly paid basis and on such terms as may be determined by the Board in accordance with the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and any rules and regulations notified thereunder.

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

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 and to repay the debt obligations of the Company. The Board believes that the proposed Preferential Offer will be in the best interest of the Company and all its members.

The issue of equity shares is authorised by Article 13A of the Articles of Association of the Company, and as proposed to be amended to incorporate a provision authorising the issuance of equity securities as per the Resolution at Item No.1.

Disclosure as required as per Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 with reference to the proposed issuance up to 40,00,000 equity shares on preferential basis ("Preferential Issue/ offer") as contemplated in the Resolution at Item No. 1:

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 and to repay the debt obligations of the Company.

ii. **Total number of Equity Shares to be issued**

The Company proposes to issue and allot a total of up to 40,00,000 equity shares of the Company with a face value of Rs. 10/- each (**"Equity Shares"**), which may be issued either on a fully paid or a partly paid basis, on a preferential basis.

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

The shares are proposed to be issued at a price of Rs. 150/- per Equity Share, i.e. at a premium of Rs. 140/- per Equity Share.

iv. **Payment schedule**

The subscription price for the Equity Shares shall be payable in the manner decided by the Board. The Equity Shares 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.

In the event that any Equity Shares are issued on a partly paid basis, then unless paid earlier, the entire outstanding portion of the consideration for such Equity Shares 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. 150/- per Equity Share (including a premium of Rs. 140/- per Equity Share) determined as per the Discounted Free Cash Flow method, based on the valuation report submitted by Mr. Shahid Chhowala, IBBI Registered Valuer, Registration No. IBBI/RV/06/2020/13381, having address at 201, Royal Trade Center, Opp. Star Bazaar, Pal-Hazira Road, Adajan, Surat-395009, Gujarat 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 September 30, 2024.

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

The Equity Shares shall be issued and allotted to the proposed allottees, which is not a part of any specific class of persons.

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

The promoters of the Company intend to subscribe to the offer.

None of the Directors or their relatives, apart from S. Rajagopalan Nandakumar, is being offered the Equity Shares and therefore has no intention to subscribe to the offer.

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

The allotment of Equity Shares 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 Equity Shares 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 held by the proposed allottee prior to the Issue	Shareholding of the proposed allottee prior to the Issue	Maximum No. of Equity Shares to be offered in the Issue	Number of Equity shares held by the proposed allottee following the	Shareholding of the proposed allottee following the Issue

					Issue	
1	EBISU global opportunities Fund Limited	-	-	16,66,666	16,66,666	3.92
2	Mr. S. Rajagopalan Nandakumar	16,70,000	5.06	10,00,000	26,70,000	*7.18
3	Capri Global Holdings Private Limited	-	-	6,66,667	6,66,667	1.57
4	Avonmore Capital and Management Services Limited	24,72,892	7.49	6,66,667	3139559	7.39

These percentage assume a percentage of shareholding for S. Rajagopalan Nandakumar of 7.18%, 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.

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

The will no change in the control of the Company.

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 FY 2024-25, the Allotment of 17,48,252 equity shares were made to Avonmore Capital and Management Services Limited at a price of Rs. 143/- each. Further, 3,83,300, 53,146 and 3,51,000 share warrants were also allotted to Mr. S. Rajagopalan Nandakumar, Mr. B. Prasanna Achar and Mr. Rajnish Bahl respectively at a price of Rs. 143/- each.

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 Equity Shares 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	37.64
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	Others	5,011	10	50,110	0.01
5	Avonmore Capital & Management Services Limited	24,72,892	10	2,47,28,920	6.42
6	Founders Collective Fund	15,65,000	10	1,56,50,000	4.06
7	Gurbans Singh	3,00,000	10	30,00,000	0.78
8	Mr. S. Rajagopalan Nandakumar	20,53,300	10	2,05,33,000	***5.33
9	MVPV Ventures LLP	2,30,000	10	23,00,000	0.60
10	Madhuri Kela	31,50,000	10	3,15,00,000	*8.18
11	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**4.01
12	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.14
13	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 allotment 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.*

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	34.09
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	6.35
3	Shikha Gupta	95,86,000	10	9,58,60,000	22.55
4	Others	5,011	10	50,110	0.01

5	Avonmore Capital & Management Services Limited	31,39,559	10	3,13,95,590	7.39
6	Founders Collective Fund	15,65,000	10	1,56,50,000	3.68
7	Gurbans Singh	3,00,000	10	30,00,000	0.71
8	Mr. S. Rajagopalan Nandakumar	30,53,300	10	3,05,33,000	***7.18
9	MVPV Ventures LLP	2,30,000	10	23,00,000	0.54
10	Madhuri Kela	31,50,000	10	3,15,00,000	*7.41
11	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**3.64
12	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.13
13	Rajnish Bahl	3,51,000	10	35,10,000	*****0.83
14	Ebisu Capital Global Opportunities Limited	16,66,666	10	1,66,66,660	3.92
15	Capri Global Holdings Private Limited	6,66,667	10	66,66,670	1.57
	TOTAL	**4,25,02,360**		**42,50,23,600**	**100.00**

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 7.41%, 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 3.64%, 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 7.18%, 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 0.13%, 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 0.83%, 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 Equity Shares**

The Equity Shares to be issued and allotted in the issue 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 of Shares.

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.

Apart from Mr. S. Rajagopalan Nandakumar, 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. 2

The Board of Directors in their meeting held on 12th December, 2024, has approved the issue and allotment of Share Warrants on a preferential basis up to 666667 Convertible into or Exchangeable for Equity Shares (either fully paid up or on a partly paid basis) on the following terms and conditions:

Issue and allotment of upto 6,66,667 Share warrants on a preferential basis 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 and to repay debt obligations of the company, it was proposed to raise capital through the issue of upto **666667** Share Warrants at a price of Rs. 150/- each convertible into or exchangeable for equity shares of Rs. 10/- each at a premium of Rs. 140/- per equity share aggregating to an amount of up to Rs. 10,00,00,050 (Rupees Ten Crores Fifty 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 Share warrants**	**Class/ Category**	**Whether the proposed allottee is an existing shareholder**
Avonmore Capital and Management Services Limited (ACMS)	Up to an aggregate of 666667 shares warrants	Corporate	Yes

The Board of Directors of the Company had considered the proposal and felt that a strategic alliance with the ACMS 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 and to repay the debt obligations of the Company. 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, and as proposed to be amended to incorporate a provision authorising the issuance of securities as per the Resolution at Item No.2.

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 666667 Equity 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. 2:

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 and to repay the debt obligations of the company.

ii. Total number of Equity Share/ Warrant to be issued

The Company proposes to issue and allot a total of up to **666667** 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 share warrants are proposed to be issued at a price of Rs. 150/- per Share warrant, i.e. at a premium of Rs. 140/- per Share 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 the period of six months from the date of passing special resolution 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. 150/- per Share or Share Warrant (including a premium of Rs. 140/- per Equity Share or Warrant) determined as per the Discounted Free Cash Flow method, based on the valuation report submitted by Mr. Shahid Chhowala, IBBI Registered Valuer, Registration No. IBBI/RV/06/2020/13381, having address at 201, Royal Trade Center, Opp. Star Bazaar, Pal-Hazira Road, Adajan, Surat-395009, Gujaratand 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 September 30, 2024.

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

The Share Warrants shall be issued and allotted to the proposed allottees, which is not a part of any specific class of persons.

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

The promoters of the Company intend to subscribe to the offer.

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

The Company shall issue and allot Equity Shares or 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 warrants/Equity Shares 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.	Avonmore Capital and Management Services Limited (ACMS)	3139559	Nil	666667	3806226	*8.82%

** These percentage assume a percentage of shareholding for Avonmore Capital and Management Services Limited of 8.82%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 6,66,667 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Avonmore Capital and Management Services Limited.*

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 FY 2024-25, the Allotment of 17,48,252 equity shares were made to Avonmore Capital and Management Services Limited at a price of Rs. 143/- each. Further, 3,83,300, 53,146 and 3,51,000 share warrants were also allotted to Mr. S. Rajagopalan Nandakumar, Mr. B. Prasanna Achar and Mr. Rajnish Bahl respectively at a price of Rs.

143/- each.

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	34.09
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	6.35
3	Shikha Gupta	95,86,000	10	9,58,60,000	22.55
4	Others	5,011	10	50,110	0.01
5	Avonmore Capital & Management Services Limited	31,39,559	10	3,13,95,590	7.39
6	Founders Collective Fund	15,65,000	10	1,56,50,000	3.68
7	Gurbans Singh	3,00,000	10	30,00,000	0.71
8	Mr. S. Rajagopalan Nandakumar	30,53,300	10	3,05,33,000	***7.18
9	MVPV Ventures LLP	2,30,000	10	23,00,000	0.54
10	Madhuri Kela	31,50,000	10	3,15,00,000	*7.41
11	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**3.64
12	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.13
13	Rajnish Bahl	3,51,000	10	35,10,000	*****0.83
14	Ebisu Capital Global Opportunities Limited	16,66,666		1,66,66,660	3.92
15	Capri Global Holdings Private Limited	6,66,667		66,66,670	1.57
	TOTAL	**4,25,02,360**		**42,50,23,600**	100.00

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 7.41%, 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 3.64%, 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 7.18%, 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 0.13%, 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 0.83%, 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.*

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	33.37
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	6.25
3	Shikha Gupta	95,86,000	10	9,58,60,000	22.21
4	Others	5,011	10	50,110	0.01
5	Avonmore Capital & Management Services Limited	38,06,226	10	3,80,62,260	******8.82
6	Founders Collective Fund	15,65,000	10	1,56,50,000	3.63
7	Gurbans Singh	3,00,000	10	30,00,000	0.69
8	Mr. S. Rajagopalan Nandakumar	30,53,300	10	3,05,33,000	***7.07
9	MVPV Ventures LLP	2,30,000	10	23,00,000	0.53
10	Madhuri Kela	31,50,000	10	3,15,00,000	*7.30
11	Anantroop Financial Advisory Services Private Limited	15,45,000	10	1,54,50,000	**3.58
12	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.12
13	Rajnish Bahl	3,51,000	10	35,10,000	*****0.81
14	Ebisu Capital Global Opportunities Limited	16,66,667		1,66,66,670	3.86
15	Capri Global Holdings Private Limited	6,66,667		66,66,670	1.54
	TOTAL	**4,31,69,027**		**43,16,90,270**	100.00

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 7.30%, 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 3.58%, 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 7.07%, 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 0.12%, 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 0.81%, 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.*

******* These percentage assume a percentage of shareholding for Avonmore Capital and Management Services Limited of 8.82%, calculated on a fully diluted basis, and assumes the allotment of up to an aggregate of 6,66,667 shares Warrants convertible into or exchangeable for Equity Shares, on a preferential basis to Avonmore Capital and Management Services Limited.*

xv. **Ranking of Share Warrants**

The Share Warrants to be issued and allotted in the issue 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. 3

The Current Authorized Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board of Directors, in their Board Meeting held on 12th December, 2024, approved the increase of Authorized Share Capital of the Company to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten) each to facilitate any fund raising in future via further issue of equity shares of the company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

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)

Surbhi

Surbhi
Company Secretary
Membership No. A49395

PREMIER GREEN INNOVATIONS PVT. LTD. Delhi

Date: 12.12.2024
Place: New Delhi