NOTICE

Notice is hereby given that Eighteenth Annual General Meeting of the Members of the **PREMIER GREEN INNOVATIONS PRIVATE LIMITED** *(formerly known as Premier Alcobev Private Limited)* will be held on **Monday, 29th day of September 2025** at **04:00 p.m.** through Video Conferencing/other audio-visual means (VC/OAVM) on 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 2025 together with the Report of the Auditor's and Director's thereon.

SPECIAL BUSINESSESS:

2. **To issue 6,66,667 Share warrants to Avonmore Capital and Management Services Limited 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 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 in one or more tranches, on a partly paid or fully paid up 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 Equity 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 pari-passu 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 the allotment of 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 for the number of Investor Warrants exercised, payment of the Warrants Conversion Price of Rs. 150/- per warrant.

D. The Warrants shall not be transferable.

RESOLVED FURTHER THAT pursuant to Section 42 of the Companies Act, 2013 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the draft private placement offer-cum-application letter, as placed before the Board, be and is hereby approved, and any Director or the Company Secretary of the Company be and are hereby severally authorized to issue and sign the said offer letter to the proposed allottees at any time within a period of twelve months from the date of passing of the Special Resolution by the shareholders as the said approval of shareholders being valid for a period of twelve months in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, Committee of Directors, any Director and Company Secretary 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 any Director or Company Secretary 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 Committee of Directors, any Director or Company Secretary of the Company, 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, Committee of Directors, any Director and Company Secretary of the Company 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 alter Articles of Association of the Company

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable rules made thereunder, and such other approvals, permissions, or sanctions as may be required, the consent of the members be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article 30A:

New Article 30A:

"The Company may, at its discretion, accept from any member, the whole or a part of the amount remaining unpaid on the shares held by such member, as an advance payment, even if no part of that amount has been called up."

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, making necessary entries in the statutory registers, and doing all such acts, deeds, matters, and things as may be required in connection with or incidental to giving effect to this resolution."

4. To ratify the remuneration of Cost Auditors for financial year 2025-26

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 provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rul.es, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the remuneration payable to M/s. M.K JHA & Co, Cost Accountants (FRN 101333) appointed as Cost Auditors by the Board of

Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 amounting to Rs. 75,000/- plus applicable taxes exclusive of reimbursement of travelling and other incidental expenses, be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution."

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

Sd/-
Surbhi
Company Secretary
Membership No. A49395

Date: 22.09.2025
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.

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@premiergreen.co.in.

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. 2 to 4.

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 27th September 2025 through email on cs@premiergreen.co.in.

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

ITEM NO. 2

The Board was informed that the Company had earlier issued 6,66,667 Share Warrants to Avonmore Capital & Management Services Limited pursuant to a Special Resolution passed by the shareholders at the Extra-Ordinary General Meeting held on 21st December 2024, with a stipulation that the said Warrants be subscribed and converted into Equity Shares within six months from the date of the shareholders' resolution. However, as Avonmore Capital & Management Services Limited did not subscribe to the Warrants within the prescribed period, the conversion into Equity Shares could not take place and, consequently, the offer lapsed and stood cancelled.

The Board, in its meeting held on 19th September, 2025, took note of the cancellation and has, subject to the approval of the Members, recommended a fresh issue of up to 6,66,667 Share Warrants to Avonmore Capital & Management Services Limited on a preferential basis, convertible into or exchangeable for Equity Shares of the Company (either fully paid up or on a partly paid basis) on such terms and conditions as may be determined.

A. **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 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 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. 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, 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 June 30, 2025.

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 Promoter Company i.e., Avonmore Capital & Management Services Limited intends 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	7.69	666667	3806226	*9.17%

* *These percentage assume a percentage of shareholding for Avonmore Capital and Management Services Limited of 9.17% 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 & 2025-26, 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, 6,66,667, 10,00,000 and 6,66,667 equity shares were allotted to Capri Global Holdings Private Limited, Mr. S. Rajagopalan Nandakumar & Avonmore Capital & Management Services Limited respectively at a price of Rs. 150/- 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	Ms. Shikha Gupta	95,86,000	10	9,58,60,000	23.47
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	6.61
3	Mr. Gurbans Singh	3,00,000	10	30,00,000	0.73
4	Amit Bhatia HUF	4,999	10	49,990	0.01
5	Mr. Hitesh Kumar	12	10	120	0.00
6	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	35.49
7	Avon More Capital & Management Services Ltd.	31,39,559	10	3,13,95,590	7.69
8	Founders Collective Fund	15,65,000	10	1,56,50,000	3.83
9	Mr. S. Rajagopalan Nandakumar	30,53,300	10	3,05,33,000	***7.48
10	MVPV Ventures LLP	2,30,000	10	23,00,000	0.56
11	Ms. Madhuri Kela	31,50,000	10	3,15,00,000	*7.71
12	Anantroop Financial Advisory Services Pvt. Ltd.	15,45,000	10	1,54,50,000	**3.78
13	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.13
14	Mr. Rajnish Bahl	3,51,000	10	35,10,000	*****0.86
15	Capri Global Holdings Private Limited	6,66,667	10	66,66,670	1.63
	TOTAL	**4,08,35,694**		40,83,56,940	100.00

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 7.71%, 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 3.78%, 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 7.48%, 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 0.86%, 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	Ms. Shikha Gupta	95,86,000	10	9,58,60,000	23.10
2	Classy Investments Private Limited	27,00,000	10	2,70,00,000	6.51
3	Mr. Gurbans Singh	3,00,000	10	30,00,000	0.72
4	Amit Bhatia HUF	4,999	10	49,990	0.01
5	Mr. Hitesh Kumar	12	10	120	0.00
6	North Square Projects Private Limited	1,44,91,011	10	14,49,10,110	34.92
7	Avon More Capital & Management Services Ltd.	38,06,226	10	3,80,62,260	******9.17
8	Founders Collective Fund	15,65,000	10	1,56,50,000	3.77
9	Mr. S. Rajagopalan Nandakumar	30,53,300	10	3,05,33,000	***7.36
10	MVPV Ventures LLP	2,30,000	10	23,00,000	0.55
11	Ms. Madhuri Kela	31,50,000	10	3,15,00,000	*7.59
12	Anantroop Financial Advisory Services Pvt. Ltd.	15,45,000	10	1,54,50,000	**3.72
13	Mr. B. Prasanna Achar	53,146	10	5,31,460	****0.13
14	Mr. Rajnish Bahl	3,51,000	10	35,10,000	*****0.85
15	Capri Global Holdings Private Limited	6,66,667	10	66,66,670	1.61
	TOTAL	**4,15,02,361**		**41,50,23,610**	100.00

**These percentage assume a percentage of shareholding for Madhuri Madhusudhan kela of 7.59%, 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 3.72%, 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 7.36%, 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 0.85%, 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 9.17%, 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 existing Articles of Association of the Company do not contain specific provisions enabling the Company to accept advance payment of the uncalled portion of share capital from its members.

It is proposed to insert a new Article, i.e., **Article 30A**, in the Articles of Association of the Company to provide flexibility to the Company to accept, at its discretion, whole or part of the amount remaining unpaid on the shares held by any member, as an advance payment, even if no part of that amount has been called up. This amendment will provide additional financial flexibility to the Company and will be in the overall interest of the Company and its stakeholders.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the shareholders of the Company by way of a 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.

ITEM NO. 4

The Board has approved the appointment of M/s. M.K JHA & Co, Cost Accountants (FRN 101333) as Cost Auditor of the Company to audit the cost records maintained by the Company for the financial year ending March 31, 2026, in their meeting held on May 19, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board, is required to be ratified by the members of the Company and the approval of the members of the Company, by way of passing Ordinary Resolution, is required for the same.

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/-
Surbhi
Company Secretary
Membership No. A49395

Date: 22.09.2025
Place: New Delhi