

Alcon Builders & Engineers Pvt. Ltd.

Regd. Office : B-1/51, Malviya Nagar, New Delhi - 110017
CIN : U45201DL1988PTC031477

Tel. : 41839096
26671041
Fax : 26680728
email : abepl2003@yahoo.com

EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED ("THE COMPANY") HELD AT ITS REGISTERED OFFICE SITUATED AT B-1/51 MALVIYA NAGAR, NEW DELHI-110017, ON FRIDAY, 15TH DAY OF MAY, 2026. MEETING OF THE BOARD COMMENCED AT 11:00 A.M. AND CONCLUDED AT 11:30 A.M. REQUISITE QUORUM WAS PRESENT.

Resolution No. 6/15052026

"RESOLVED THAT pursuant to the provisions of Section 179 and Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ("IT Act"), and other applicable laws including applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by SEBI, BSE Limited (BSE), NSE, Competition Commission of India (if required), Honourable National Company Law Tribunal (NCLT) or such other competent authority(ies) and subject to approval by the shareholders and the creditors of the Company, as may be applicable, the consent of the Board of Directors of the Transferor Company 1 ("Board") be and is hereby accorded to approve the draft Scheme of Amalgamation of the Company and Jogbani Highway Private Limited (Transferor Company 2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") with appointed date being 1st April, 2026 as placed before the meeting, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or the National Company Law Tribunal.

RESOLVED FURTHER THAT the Board hereby notes that an application for shifting of the registered office of the Company from the National Capital Territory of Delhi to the State of West Bengal is presently pending before the Regional Director, Delhi and consequent upon approval thereof, the jurisdiction of the Company shall stand changed from the Registrar of Companies, Delhi to the Registrar of Companies, West Bengal.

RESOLVED FURTHER THAT the draft Scheme as approved by the Board is subject to such modifications, amendments, corrections, additions, deletions and consequential changes as may be required pursuant to:

- (i) approval of shifting of registered office of the Company;

Alcon Builders and Engineers Pvt. Ltd.



Sonam Lakhota
Company Secretary
M. No. : A41358

Alcon Builders & Engineers Pvt. Ltd.

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- (ii) requirements of SEBI, Stock Exchanges, Regional Director, Registrar of Companies, Hon'ble National Company Law Tribunal or any other statutory/regulatory authority; or
- (iii) practical, procedural or clerical requirements arising at the time of filing and implementation of the Scheme.

RESOLVED FURTHER THAT upon the registered office of the Company being shifted to Kolkata, West Bengal and the same becoming effective, Mr. Vaibhav Tantia, Director of the Company and Mrs. Sonam Lakhota, Company Secretary of the Company, be and are hereby severally authorized to suitably incorporate and/or substitute the revised registered office address, ROC particulars, jurisdictional bench details and other consequential changes in the Scheme and related documents, applications, petitions, notices and filings without requiring any further approval of the Board.

RESOLVED FURTHER THAT the Board hereby takes on record that the appointed date of the Scheme of Amalgamation shall be 1st April, 2026 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

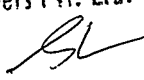
RESOLVED FURTHER THAT the report of the Board dated May 15, 2026 in terms of Section 232(2)(c) of the Act, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors of the Company.

RESOLVED FURTHER THAT the draft certificate of statutory auditors of the Company Agarwal Lodha & Co., Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board, be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhota, Company Secretary of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of the Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting.

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhota, Company Secretary of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to take all necessary steps:

Alcon Builders and Engineers Pvt. Ltd.


Sonam Lakhota
Company Secretary
M. No. : A41358

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- (a) to make modifications, amendments, revisions, edits and all other acts as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State Government or any other authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file the said Scheme with the concerned stock exchange(s) in terms of the provisions of the Listing Regulations;
- (e) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (f) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnamas wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (g) to take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (h) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (i) to make any alterations/changes to the Scheme as may be expedient or necessary as directed or required by the Central/State Government or the NCLT or shareholders or any other authority;
- (j) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;

Alcon Builders and Engineers Pvt. Ltd.


Sonam
Company Secretary
M. No. : A41358

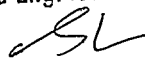
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- (k) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (l) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (m) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (n) to take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when they arise;
- (o) to incur such expenses as may be necessary in relation to the above or the transaction;
- (p) engaging and instructing advocates and, if considered necessary, also engaging services of counsels, legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including filing all pleadings, reports, and signing and issuing public advertisements and notices;
- (q) signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required;
- (r) to obtain approval from and/or represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other statutory authority(ies) and other governmental body(ies), in India or abroad, including the shareholders and/or creditors as may be considered necessary;
- (s) to settle any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (t) to file requisite forms, returns, other documents with the Registrar of Companies in connection with the Scheme; and take all the steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same.

Alcon Builders and Engineers Pvt. Ltd.



Sonam
Company Secretary
M. No. : A41358

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RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhota, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions for and on behalf of the Company.

RESOLVED FURTHER THAT Shri Madan Kumar Maroti, FCA; Shri N. Gurumurthy, FCA; Smt. Radhika Patodia and Shri Arihant Maroti, ACA, all Partners of Maroti & Associates, Chartered Accountants, be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application and petition, appear before all such authorities, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the Securities and Exchange Board of India (SEBI), Bombay Stock Exchange (BSE), National Stock Exchange Ltd (NSE), the Regional Director having jurisdiction over the Company from time to time, Ministry of Corporate Affairs, the Registrar of Companies, West Bengal, the Official Liquidator, Kolkata, the National Company Law Tribunal (NCLT), Kolkata Bench, Income Tax Department and such other appropriate authorities whose approvals may be required pursuant to Sections 230 to 232 of the Companies Act, 2013 and post compliance upon sanction and confirmation of the Scheme.

RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED

Alcon Builders and Engineers Pvt. Ltd.

Sonam Lakhota

Sonam Lakhota
Company Secretary

Sonam Lakhota M. No. : A41358

Company Secretary

Mem No. 41358

EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF JOGBANI HIGHWAY PRIVATE LIMITED ("THE COMPANY") HELD AT ITS REGISTERED OFFICE SITUATED AT GPT CENTRE, JC-25, SECTOR III, SALLAKE, KOLKATA - 700160, WEST BENGAL, INDIA, ON WEDNESDAY, 6TH DAY OF MAY, 2026. MEETING OF THE BOARD COMMENCED AT 11:00 A.M. AND CONCLUDED AT 11:30 A.M. REQUISITE QUORUM WAS PRESENT.

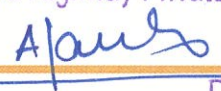
Resolution No. 6/15052026

"RESOLVED THAT pursuant to the provisions of Section 179 and Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ("IT Act"), and other applicable laws including applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by SEBI, BSE Limited (BSE), NSE, Competition Commission of India (if required), Honourable National Company Law Tribunal (NCLT) or such other competent authority(ies) and subject to approval by the shareholders and the creditors of the Company, as may be applicable, the consent of the Board of Directors of the Transferor Company 2 ("Board") be and is hereby accorded to approve the draft Scheme of Amalgamation of Alcon Builders And Engineers Private Limited (Transferor Company 1) and the Company with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") with appointed date being 1st April, 2026 as placed before the meeting, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or the National Company Law Tribunal.

RESOLVED FURTHER THAT the draft Scheme as approved by the Board be and is hereby approved subject to such modifications, amendments, corrections, additions, deletions and consequential changes as may be required pursuant to:

- (i) requirements of SEBI, Stock Exchanges, Regional Director, Registrar of Companies, Hon'ble National Company Law Tribunal or any other statutory/regulatory authority; or
- (ii) practical, procedural or clerical requirements arising at the time of filing and implementation of the Scheme.

RESOLVED FURTHER THAT the Board hereby takes on record the appointed date of the Scheme of Amalgamation shall be 1st April, 2026 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013. For Jogbani Highway Private Limited



Director.

RESOLVED FURTHER THAT the report of the Board dated May 06, 2026 in terms of Section 232(2)(c) of the Act, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors of the Company.

RESOLVED FURTHER THAT the draft certificate of statutory auditors of the Company M/s. Agarwal Lodha & Co, Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board, be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhotia, Authorised Signatory of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of the Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting.

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhotia, Authorised Signatory of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to take all necessary steps:

- (a) to make modifications, amendments, revisions, edits and all other acts as may be required to finalize the Scheme;
- (b) to file necessary applications with the Central/State Government or any other authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to file the said Scheme with the concerned stock exchange(s) in terms of the provisions of the Listing Regulations;
- (e) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;

For Jogbani Highway Private Limited


Director.

- (f) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnamas wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (g) to take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
- (h) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (i) to make any alterations/changes to the Scheme as may be expedient or necessary as directed or required by the Central/State Government or the NCLT or shareholders or any other authority;
- (j) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (k) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (l) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (m) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (n) to take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when they arise;
- (o) to incur such expenses as may be necessary in relation to the above or the transaction;
- (p) engaging and instructing advocates and, if considered necessary, also engaging services of counsels, legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including filing all

For Jogbani Highway Private Limited



Director.

pleadings, reports, and signing and issuing public advertisements and notices;

- (q) signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required;
- (r) to obtain approval from and/or represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other statutory authority(ies) and other governmental body(ies), in India or abroad, including the shareholders and/or creditors as may be considered necessary;
- (s) to settle any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (t) to file requisite forms, returns, other documents with the Registrar of Companies in connection with the Scheme; and take all the steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same.

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director of the Company, Mr. Atul Tantia, Authorised Signatory of the Company and Mrs. Sonam Lakhota, Authorised Signatory of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions for and on behalf of the Company.

RESOLVED FURTHER THAT Shri Madan Kumar Maroti, FCA; Shri N. Gurumurthy, FCA; Smt. Radhika Patodia and Shri Arihant Maroti, ACA, all Partners of Maroti & Associates, Chartered Accountants, be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application and petition, appear before all such authorities, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the Securities and Exchange Board of India (SEBI), Bombay Stock Exchange (BSE), National Stock Exchange Ltd (NSE), the Regional Director having jurisdiction over the Company from time to time, Ministry of Corporate Affairs, the Registrar of Companies, West Bengal, the Official Liquidator, Kolkata, the National Company Law Tribunal (NCLT), Kolkata Bench, Income Tax Department and such other appropriate authorities whose approvals may be required pursuant to Sections 230 to 232 of the Companies Act, 2013 and post compliance upon sanction and confirmation of the Scheme.

For Jogbani Highway Private Limited


Director

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For JOGBANI HIGHWAY PRIVATE LIMITED

For Jogbani Highway Private Limited


Director.



GPT Infraprojects Limited

Regd. Office : GPT Centre, JC - 25, Sector-III, Salt Lake, Kolkata-700 106, India CIN : L20103WB1980PLC032872
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EXTRACTS OF THE MINUTES OF THE MEETING OF BOARD OF DIRECTORS OF GPT INFRAPROJECTS LIMITED HELD AT ITS REGISTERED OFFICE AT GPT CENTRE, JC-25, SECTOR III, SALT LAKE, KOLKATA 700160 ON WEDNESDAY 20TH DAY OF MAY, 2026 COMMENCED AT 3:30 P.M. AND CONCLUDED AT 5:30 P.M. REQUISITE QUORUM WAS PRESENT

Resolution No. 42/20052026

"RESOLVED THAT based on the recommendations of the Audit Committee of the Board of Directors and pursuant to the provisions of Section 179 and Section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ('IT Act'), and other applicable laws, including applicable provisions of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by SEBI, BSE Limited (BSE), NSE, Competition Commission of India (if required), Honourable National Company Law Tribunal (NCLT) or such other competent authority(ies) and subject to approval by the shareholders and the creditors of the Company, as may be applicable, consent of the Board of Directors of the Transferee Company ("Board"), be and is hereby accorded to approve the draft Scheme of Amalgamation between Alcon Builders and Engineers Private Limited (Transferor Company 1) and Jogbani Highway Private Limited (Transferor Company 2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") with appointed date being April 1, 2026 as placed before the meeting, be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders or the National Company Law Tribunal."

"RESOLVED FURTHER THAT the Board do hereby notes that an application for shifting of the registered office of the Transferor Company 1 i.e. Alcon Builders and Engineers Private Limited from the National Capital Territory of Delhi to the State of West Bengal is presently pending before the Regional Director, Delhi and consequent upon approval thereof, the jurisdiction of the Transferor Company 1 shall stand changed from the Registrar of Companies, Delhi to the Registrar of Companies, West Bengal."

"RESOLVED FURTHER THAT the draft Scheme as approved by the Board is subject to such modifications, amendments, corrections, additions, deletions and consequential changes as may be required pursuant to:

(i) approval of shifting of registered office of the Transferor Company 1;

(ii) requirements of SEBI, Stock Exchanges Regional Director, Registrar of Companies NCLT or any other statutory/regulatory authority; or

For GPT Infraprojects Limited

Sonam Lakhotia

Sonam Lakhotia

Company Secretary, M. No. - A7

(iii) practical, procedural or clerical requirements arising at the time of filing and implementation of the Scheme."

"RESOLVED FURTHER THAT upon the registered office of the Transferor Company 1 being shifted to Kolkata, West Bengal and the same becoming effective, Mr. Atul Tantia, Jt. Managing Director & CFO of the Company and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to suitably incorporate and/or substitute the revised registered office address, ROC particulars, jurisdictional bench details and other consequential changes in the Scheme and related documents, applications, petitions, notices and filings without requiring any further approval of the Board."

"RESOLVED FURTHER THAT the Board do take on record the appointed date for Scheme of Amalgamation will be 1st April, 2026 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT report of Audit Committee dated May 20, 2026 recommending the draft Scheme, taking into consideration, as placed before the Board be and is hereby accepted and approved."

"RESOLVED FURTHER THAT the report of the Board of the Transferor Company 1 dated May 15, 2026 and Transferor Company 2 dated May 6, 2026 in terms of Section 232(2) (c) of the Act, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors of the Company."

"RESOLVED FURTHER THAT the draft certificate of one of the Joint statutory auditors of the Company, Agarwal Lodha & Co., Chartered Accountants, to the effect that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted."

"RESOLVED FURTHER THAT Mr. Atul Tantia, Jt. Managing Director & CFO of the Company and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders, creditors or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting."

"RESOLVED FURTHER THAT Mr. Atul Tantia, Jt. Managing Director & CFO of the Company and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer of the Company, be and are severally authorised take all necessary steps:

(a) to make modifications, amendments, revisions, edits and all other act as may be required to finalize the Scheme;

For GPT Infraprojects Limited



Sonam Lakhota

Company Secretary, M. No.- A41358

(b) to file necessary applications with the Central/State government or any other, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;

(c) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;

(d) to file the said Scheme with the concerned stock exchange(s) in terms of the provisions of the Listing Regulations;

(e) to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;

(f) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;

(g) to take all steps as may be required, including without limitation for obtaining, approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;

(h) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;

(i) to make any alterations/changes to the Scheme as may be expedient or necessary which the Central/State Government or the NCLT or shareholders or any other authority;

(j) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;

(k) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

(l) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(m) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

For GPT Infraprojects Limited

Sonam Lakhotia

Sonam Lakhotia

Company Secretary, M. No.- A41358

(n) to take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

(o) to incur such expenses as may be necessary in relation to the above or the transaction;

(p) engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authority(ies), to do all things necessary and expedient in connection with the Scheme including to declare and file all pleadings reports, and sign and issue public advertisements and notices;

(q) signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Hon'ble NCLT or any other appropriate authority, as may be required.

(r) to obtain approval from and/or represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other statutory authority(ies) and other governmental body(ies), in India or abroad, including the shareholders and/or creditors as may be considered necessary;

(s) to settle any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

(t) to file requisite forms, returns, other documents with the Registrar of Companies in connection with the Scheme; and take all the steps necessary or incidental and considered appropriate with regard to the above applications and petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same."

"RESOLVED FURTHER THAT Mr. Atul Tantia, Jt. Managing Director & CFO, Mr. Vaibhav Tantia, Director & COO and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions for and on behalf of the Company."

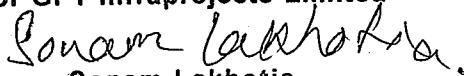
"RESOLVED FURTHER THAT Sri Madan Maroti, FCA; Sri N. Gurumurthy, FCA; Smt Radhika Patodia and Sri Arihant Maroti, ACA all Partners of Maroti & Associates, Chartered Accountants be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application and petition, appear before all such authorities, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the Securities and Exchange Board of India (SEBI), Bombay Stock Exchange (BSE), National Stock Exchange Ltd

(NSE), The Regional Director, Eastern Region, Ministry of Corporate Affairs, The Registrar of Companies, West Bengal, The Official Liquidator, Kolkata, The National Company Law Tribunal (NCLT), Kolkata Bench, Income Tax Department and such other appropriate authorities whose approval will be needed pursuant to Sec 230 to Sec 232 of the Companies Act, 2013 and post compliance upon sanction and confirmation of the Scheme."

"RESOLVED FURTHER THAT any Director / Company Secretary of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For GPT Infraprojects Limited

For GPT Infraprojects Limited

A handwritten signature in black ink, appearing to read 'Sonam Lakhotia', written over a horizontal line.

Sonam Lakhotia

Company Secretary, M. No.- A41358