

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, SALLAKE, 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

ITEM NO. 41


To Consider and Approve the Draft Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company 1) & Jogbani Highway Private Limited (Transferor Company 2) With GPT Infraprojects Limited (Transferee Company)

The Chairman informed the Board that the Company proposes to merge its two wholly owned subsidiaries companies namely Alcon Builders and Engineers Private Limited (Transferor Company 1) and Jogbani Highway Private Limited (Transferor Company 2), (collectively referred to as "Transferor Companies" hereinafter) with the Company, GPT Infraprojects Limited and in this connection a Scheme of Amalgamation between Alcon Builders and Engineers Private Limited (Transferor Company 1) and Jogbani Highway Private Limited (Transferor Company 2) & GPT Infraprojects Limited (Transferee Company) has been drawn.

The Chairman informed the Board that one of its wholly owned subsidiaries i.e. Alcon Builders and Engineers Private Limited had filed an application for shifting of registered office from Delhi to West Bengal, which is presently pending before the Regional Director, Delhi for approval of the application.

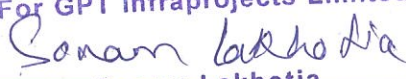
The Chairman placed before the meeting the draft Scheme of Amalgamation for its approval by the Board of Directors. The Chairman further informed that since the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company, there is no requirement of any Valuation Report recommending the Swap Ratio as no shares will be allotted by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme. The Chairman informed the Board that the Rational for the Scheme is:

- a) The Transferee Company and the Transferor Company are engaged in similar business activities. The business of the Transferor Companies and the Transferee Company can be combined/adjusted and carried forward conveniently with combined strength and would result in business synergy, consolidation of the Companies and pooling of their resources into a single entity.
- b) Consolidation of the businesses of the Transferor Company and the Transferee Company, for creation of a larger unified entity and to achieve optimal and efficient utilization of capital, resulting in lesser overheads including administrative, managerial, and other expenditure, optimal utilization of resources, and provide a common governance structure;

For GPT Infraprojects Limited

Sonam Lakhota
Company Secretary, M. No.- A41358

- c) The Transferee Company is expected to have improved financial strength upon amalgamation. Particularly, the Companies believe that the combined operation shall lead to industry-leading revenue growth and profitability. Further, the Companies expect that their combined balance sheet will provide diverse strategic options and flexibility.
- d) Pooling of knowledge and expertise of both the Parties and align with the business plans to meet long-term objectives and enhance operational and management efficiencies;
- e) Amalgamation of Transferor Company 1 with Transferee Company will enable the Transferee Company to enter into the high-margin signaling EPC segment, complementing the Transferee Company's over 40-year relationship with Indian Railways and augment its product offerings, strengthen its market presence, and accelerate entry into the said business segment. The acquisition of Transferor Company 1 was undertaken with a strategic intent to subsequently integrate its business with that of the Transferee Company in order to realise operational and commercial synergies and enhance long-term value for all stakeholders.
- f) With the amalgamation of Transferor Company 1, the signaling business is expected to develop into a significant revenue and margin contributor, materially strengthening the Transferee Company's overall EPC portfolio, an advantage that would otherwise take years to build organically.
- g) Considering the limited number of qualified EPC players in the market and the substantial industry capital expenditure pipeline, the amalgamation is expected to place the Transferee Company in a stronger position to pursue and secure future high-value business opportunities.
- h) Further, amalgamation of Transferor Company 2 with the Transferee Company will simplify the group structure and reduce the number of entities within the group, as the purpose for which the special purpose vehicle was incorporated is no longer required.
- i) This merger is expected to facilitate better integration of operations, resources and management functions, thereby creating long-term value for all stakeholders.
- j) Unification and streamlining of legal and regulatory compliances currently required to be carried out by the Transferor Companies and the Transferee Company.

The Chairman informed the Board that the Audit Committee after considering all aspects of the Scheme and after having made full evaluation thereof have recommended the Scheme to the Board for their further consideration. He informed the Board that the Audit Committee have not made any adverse observations or comments on the Scheme while forwarding their recommendations to the Board. He also informed the Board that the

For GPT Infraprojects Limited

Sonam Lakhotia
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Chairman of the Audit Committee is also present to provide answers to any queries that the Board members may have on the Scheme.

After discussion at length the Board unanimously passed the following resolution:

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

For GPT Infraprojects Limited



Sonam Lakhotia

Company Secretary, M. No.- A41358

"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 Lakhotia, 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 Companies dated May 20, 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 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 Lakhotia, 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 Lakhotia, 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;

(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;

For GPT Infraprojects Limited
Sonam Lakhotia
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Company Secretary, M. No.- A41358

- (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
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(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 Lakhotia, 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.”

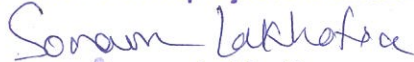
“RESOLVED FURTHER THAT Sri Madan Maroti, FCA; Sri N. Gurumurthy, FCA; Smt Radhika Patodia and Sri Arihant Maroti, ACA all Partners of Maroti & Associates, Chartered Accountants be and are hereby appointed and authorized severally to assist in making application and drafting replies, to draw application 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 is hereby 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 blue ink that reads 'Sonam Lakhotia'.

Sonam Lakhotia

Company Secretary, M. No.- A41358



Alcon Builders & Engineers Pvt. Ltd.

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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.

ITEM NO. 6

To Consider and Approve the Draft Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company 1) & Jogbani Highway Private Limited (Transferor Company 2) With GPT Infraprojects Limited (Transferee Company)

The Chairman informed the Board that the Company, being a wholly owned subsidiary of GPT Infraprojects Limited ("Transferee Company"), along with another wholly owned subsidiary of GPT Infraprojects Limited, Jogbani Highway Private Limited (Transferor Company 2), proposes to amalgamate with GPT Infraprojects Limited pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and in this connection a Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company 1) and Jogbani Highway Private Limited (Transferor Company 2) with GPT Infraprojects Limited (Transferee Company) has been drawn.

The Chairman informed the Board that the Company had already filed an application for shifting of its registered office from the National Capital Territory of Delhi to the State of West Bengal, which is presently pending before the Regional Director, Delhi for approval of the application.

The Chairman placed before the meeting the draft Scheme of Amalgamation for consideration and approval by the Board of Directors. The Chairman further informed the Board that since both the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares shall be allotted pursuant to the Scheme and accordingly no Valuation Report recommending the Swap Ratio is required. The Chairman informed the Board that the rationale for the Scheme, inter alia, is as follows:

- a) The Transferee Company and the Transferor Companies are engaged in similar business activities. The business of the Transferor Companies and the Transferee Company can be combined/adjusted and carried forward conveniently with combined strength and would result in business synergy, consolidation of the Companies and pooling of their resources into a single entity.
- b) Consolidation of the businesses of the Transferor Companies and the Transferee Company for creation of a larger unified entity and to achieve optimal and efficient utilization of capital, resulting in lesser overheads including administrative, managerial, and other expenditure, optimal utilization of resources and providing a common governance structure.

Alcon Builders and Engineers Pvt. Ltd.
Sonam Lakhota
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Company Secretary
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- c) The Transferee Company is expected to have improved financial strength upon amalgamation. Particularly, the Companies believe that the combined operations are expected to result in improved operational efficiencies, revenue growth and profitability. Further, the Companies expect that their combined balance sheet will provide diverse strategic options and flexibility.
- d) Pooling of knowledge and expertise of both the Parties and alignment with the business plans to meet long-term objectives and enhance operational and management efficiencies.
- e) Amalgamation of Transferor Company No.1 with the Transferee Company will enable the Transferee Company to enter into the high-margin signaling EPC segment, complementing the Transferee Company over 40-year relationship with Indian Railways and augment its product offerings, strengthen its market presence and accelerate entry into the said business segment. This will materially strengthen the Transferee Company's overall EPC portfolio, an advantage that would otherwise take years to build organically.
- f) This merger will realise operational and commercial synergies and enhance long-term value for all stakeholders.
- g) Unification and streamlining of legal and regulatory compliances currently required to be carried out by both the Transferor Companies and the Transferee Company.

After discussion, the Board unanimously passed the following resolution:

"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 No.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

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Sonam Lakhota

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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;
- (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 Lakhotia, 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 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.

Alcon Builders and Engineers Pvt. Ltd.

Sonam Lakhotia
Company Secretary
M. No. : A41358

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RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Mr. Amrit Jyoti Tantia, Directors of the Company and Mrs. Sonam Lakhotia, 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, Mr. Amrit Jyoti Tantia, Directors of the Company and Mrs. Sonam Lakhotia, 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:

- (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;

Alcon Builders and Engineers Pvt. Ltd.

Sonam Lakhotia

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Company Secretary
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- (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 declaring and 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

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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, Mr. Amrit Jyoti Tantia, Directors 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, 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 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 of the Company and Mrs. Sonam Lakhota, 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 **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED**

Alcon Builders and Engineers Pvt. Ltd.


Sonam Lakhota
Company Secretary
M. No. : A41358

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.

ITEM NO. 6

To Consider and Approve the Draft Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company 1) & Jogbani Highway Private Limited (Transferor Company 2) With GPT Infraprojects Limited (Transferee Company)

The Chairman informed the Board that the Company, being a wholly owned subsidiary of GPT Infraprojects Limited ("Transferee Company"), along with another wholly owned subsidiary of GPT Infraprojects Limited, namely Alcon Builders and Engineers Private Limited (Transferor Company 1) proposes to amalgamate with GPT Infraprojects Limited pursuant to a Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and in this connection a Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company 1) and Jogbani Highway Private Limited (Transferor Company 2) with GPT Infraprojects Limited (Transferee Company) has been drawn.

The Chairman placed before the meeting the draft Scheme of Amalgamation for consideration and approval by the Board of Directors. The Chairman further informed the Board that since both the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares shall be allotted pursuant to the Scheme and accordingly no Valuation Report recommending the Swap Ratio is required. The Chairman informed the Board that the rationale for the Scheme, inter alia, is as follows:

- a) The Transferee Company and the Transferor Companies are engaged in similar business activities. The business of the Transferor Companies and the Transferee Company can be combined/adjusted and carried forward conveniently with combined strength and would result in business synergy, consolidation of the Companies and pooling of their resources into a single entity.
- b) Consolidation of the businesses of the Transferor Companies and the Transferee Company for the creation of a larger unified entity and to achieve optimal and efficient utilization of capital, resulting in lesser overheads including administrative, managerial and other expenditure, optimal utilization of resources and provide a common governance structure.
- c) The Transferee Company is expected to have improved financial strength upon amalgamation. Particularly, the Companies believe that the combined operation shall lead to industry-leading revenue growth and profitability. Further, the Companies

For Jogbani Highway Private Limited


Director


expect that their combined balance sheet will provide diverse strategic options and flexibility.

- d) Pooling of knowledge and expertise of the Parties to align with their business plans to meet long-term objectives and enhance operational and management efficiencies.
- e) Amalgamation of Transferor Company 1 with Transferee Company will enable the Transferee Company to enter into the high-margin signaling EPC segment, complementing the Transferee Company's over 40-year relationship with Indian Railways and augment its product offerings, strengthen its market presence, and accelerate entry into the said business segment. The acquisition of Transferor Company 1 was undertaken with a strategic intent to subsequently integrate its business with that of the Transferee Company in order to realise operational and commercial synergies and enhance long-term value for all stakeholders.
- f) With the amalgamation of Transferor Company 1, the signaling business is expected to develop into a significant revenue and margin contributor, materially strengthening the Transferee Company's overall EPC portfolio, an advantage that would otherwise take years to build organically.
- g) Considering the limited number of qualified EPC players in the market and the substantial industry capital expenditure pipeline, the amalgamation is expected to place the Transferee Company in a stronger position to pursue and secure future high-value business opportunities.
- h) Further, amalgamation of Transferor Company 2 with the Transferee Company will simplify the group structure and reduce the number of entities within the group, as the purpose for which the special purpose vehicle was incorporated is no longer required.
- i) This merger is expected to facilitate better integration of operations, resources and management functions, thereby creating long-term value for all stakeholders.
- j) Unification and streamlining of legal and regulatory compliances currently required to be carried out by the Transferor Companies and the Transferee Company.

After discussion, the Board unanimously passed the following resolution:

“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

For Jogbani Highway Private Limited


Director.

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.

RESOLVED FURTHER THAT the report of the Board dated May 20, 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 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 and Mr. Amrit Jyoti Tantia, Directors 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,

For Jogbani Highway Private Limited


Director.

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 and Mr. Amrit Jyoti Tantia, Directors 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;
- (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;

For Jogbani Highway Private Limited

A. Jyoti

Director

- (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 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;

For Jogbani Highway Private Limited

Director.

- (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 and Mr. Amrit Jyoti Tantia, Directors 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 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

A handwritten signature in blue ink, appearing to read 'Amrit Jyoti Tantia', written over a horizontal line.

Amrit Jyoti Tantia
Director
DIN: 05336986