



GPT Infracore Limited

Regd. Office : GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata – 700 106, India CIN: L20103WB1980PLC032872
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GPTINFRA/CS/SE/2023-24

July 28, 2023

The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

National Stock Exchange of India Ltd.,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir/Madam,

Sub: Submission of Scrutinizer Report and Voting Results of 43rd Annual General Meeting of GPT Infracore Limited held on July 27, 2023.

Ref.: Scrip Code - 533761; NSE Symbol - GPTINFRA ISIN: INE390G01014

Dear Sir,

In continuation to our letter dated July 27, 2023, we would like to inform you that the Scrutinizer Mr. Ashok Kumar Daga, (COP No. 2948), Practicing Company Secretary, Kolkata has submitted his report on Friday, July 28, 2023.

We are enclosing herewith the following:

- ❖ Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ Report of the Scrutinizer dated July 28, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Kindly take the information on record and oblige.

Thanking You

Yours faithfully

For GPT Infracore Limited

MOHIT ARORA
Digitally signed by
MOHIT ARORA
Date: 2023.07.28
19:44:38 +05'30'

Mohit Arora
Company Secretary

Encl . As Above

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Serial No.	Particulars	Details
1	Date of AGM	Thursday, July 27, 2023
2	Total No. of shareholders as on record / cut off date	11511
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable NA NA
4	No. Of shareholders attended the meeting through video conferencing: Promoter and Promoter Group Public	15 43

Resolution(1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company as at and for the year ended March 31, 2023 together with Reports of Board of Directors and Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	43628120	100	43628120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43628120	100	21814060	0	100

Public-Institutions	E-Voting		1360795	99.554	1360795	0	100	0
	Poll	1366892						
	Postal Ballot (if applicable)							
	Total	1366892	1360795	99.554	1360795	0	100	0
Public-Non Institutions	E-Voting		36983	0.2807	36969	14	99.9621	0.0379
	Poll	13176988						
	Postal Ballot (if applicable)							
	Total	13176988	36983	0.2807	36969	14	99.9621	0.0379
Total		58172000	45025898	77.4013	45025884	14	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year 2022-23.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	43628120	100	43628120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	43628120	43628120	100	43628120	0	100	0
Public-Institutions	E-Voting	1366892	1360795	99.554	1360795	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1366892	1360795	99.554	1360795	0	100	0
Public-Non Institutions	E-Voting	13176988	36983	0.2807	36975	8	99.9784	0.0216
	Poll							
	Postal Ballot (if applicable)							
	Total	13176988	36983	0.2807	36975	8	99.9784	0.0216
Total		58172000	45025898	77.4013	45025890	8	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Dwarika Prasad Tantia (DIN: 00001341), who retires by rotation and being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	43628120	100	43628120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43628120	100	43628120	0	100
Public-Institutions	E-Voting	1366892	1360795	99.554	1360795	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1366892	1360795	99.554	1360795	0	100
Public-Non Institutions	E-Voting	13176988	36981	0.2806	36968	13	99.9648	0.0352
	Poll							
	Postal							

	Ballot (if applicable)							
	Total	13176988	36981	0.2806	36968	13	99.9648	0.0352
Total		58172000	45025896	77.4013	45025883	13	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To consider the Appointment of Agarwal Lodha & Co, Chartered Accountants (Firm Registration No. 330395E) as Joint Statutory Auditors of the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	43628120	100	43628120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	43628120	43628120	100	43628120	0	100	0

Public-Institutions	E-Voting		1360795	99.554	1360795	0	100	0
	Poll	1366892						
	Postal Ballot (if applicable)							
	Total	1366892	1360795	99.554	1360795	0	100	0
Public-Non Institutions	E-Voting		36983	0.2807	36968	15	99.9594	0.0406
	Poll	13176988						
	Postal Ballot (if applicable)							
	Total	13176988	36983	0.2807	36968	15	99.9594	0.0406
Total		58172000	45025898	77.4013	45025883	15	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To ratify the remuneration of the Cost Auditor of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	43628120	100	43628120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43628120	100	43628120	0	100
Public-Institutions	E-Voting	1366892	1360795	99.554	1360795	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1366892	1360795	99.554	1360795	0	100
Public-Non Institutions	E-Voting	13176988	36983	0.2807	36972	11	99.9703	0.0297
	Poll							
	Postal Ballot (if applicable)							
	Total		13176988	36983	0.2807	36972	11	99.9703
Total		58172000	45025898	77.4013	45025887	11	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Payment of Commission to Mr. Dwarika Prasad Tantia, Non -Executive Chairman of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	43628120	39928096	91.5192	39928096	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	39928096	91.5192	39928096	0	100
Public-Institutions	E-Voting	1366892	1360795	99.5540	1360795	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1366892	1360795	99.5540	1360795	0	100
Public-Non Institutions	E-Voting	13176988	36983	0.2807	28200	8783	76.2513	23.7487
	Poll							
	Postal Ballot (if applicable)							

	applicable)							
	Total	13176988	36983	0.2807	28200	8783	76.2513	23.7487
Total		58172000	41325874	71.041	41317091	8783	99.978	0.022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

You are requested to please take this information on record.

Thanking You,

Yours faithfully,

For GPT Infraprojects Limited

MOHIT ARORA
Digitally signed by MOHIT ARORA
Date: 2023.07.28
19:45:00 +05'30'

Mohit Arora
Company Secretary





Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman,
43rd Annual General Meeting of the Equity Shareholders
GPT Infraprojects Limited
GPT CENTRE, JC-25, SECTOR - III SALT LAKE
KOLKATA WB 700106

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 43rd Annual General Meeting (AGM) of the Equity Shareholders Of GPT Infraprojects Limited held on Thursday, 27th Day of July, 2023 at 3.00 p.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 22nd May, 2023

I, Ashok Kumar Daga, Practising Company Secretary having office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the 43rd Annual General Meeting of the Equity Shareholders Of GPT Infraprojects Limited held on Thursday, 27th Day of July, 2023 at 3.00 p.m. submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by The Link Intime India Private Limited.
2. The Shareholders holding shares as on the cut-off date i.e. 20th July 2023 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 43rd Annual General Meeting of the Company).



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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3. The remote e-voting period commenced on 24th July 2023 from 9.00 AM and concluded on 26th July 2023 at 5.00 PM.
4. The votes were unblocked at Kolkata on 27th July, 2023 at 4.35 p.m.
5. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
6. Members have either voted electronically through remote e-voting or through VC/OAVM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 22nd May, 2023 are as under :

Item No.1:-

To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended 31st March, 2023 together with Reports of Board of Directors and Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	97	0	97	45025884	0	45025884	100	77.40
DISSENT	4	0	4	14	0	14	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	101	0	101	45025898	0	45025898	100	77.40

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 22nd May, 2023 has been passed with requisite majority.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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Item No.2

To confirm the payment of Interim Dividend on Equity Shares and to declare Final Dividend on Equity Shares for the financial year 2022-23.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	99	0	99	45025890	0	45025890	100	77.40
DISSENT	2	0	2	8	0	8	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	101	0	101	45025898	0	45025898	100	77.40

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 22nd May, 2023 has been passed with requisite majority.

Item No.3

To appoint a Director in place of Mr. Dwarika Prasad Tantia (DIN: 00001341), who retires by rotation and being eligible, offers himself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	96	0	96	45025883	0	45025883	100	77.40
DISSENT	4	0	4	13	0	13	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	100	0	100	45025896	0	45025896	100	77.40

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 22nd May, 2023 has been passed with requisite majority.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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Item No.4

Appointment of Statutory Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendations of the Audit Committee and the Board, approval of the members be and is hereby accorded for appointment of Agarwal Lodha & Co., Chartered Accountants (Firm Registration No. 330395E) as Joint Statutory Auditors of the Company, who have confirmed their eligibility for being appointed as Joint Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and such other applicable Rules, to hold office from the conclusion of this Annual General Meeting till the Conclusion of 48th Annual General Meeting, at an annual remuneration / fees of Rs. 5,00,000/- (Rupees Five lakhs only) plus out of pocket expenses and taxes as applicable from time to time, in connection with Statutory Audit and/or continuous audit, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of five years and they shall conduct the audit along M S K A & Associates, Chartered Accountants (Firm Registration No. 105074W), who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 44th Annual General Meeting of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution”.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	96	0	96	45025883	0	45025883	100	77.40
DISSENT	5	0	5	15	0	15	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	101	0	101	45025898	0	45025898	100	77.40

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 22nd May, 2023 has been passed with requisite majority.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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Item No.5

Ratify the Remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 60,000 (Rupees Sixty Thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to M/s. S.K.Sahu & Associates, Cost Accountants (Membership No. 28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2023-24 be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	97	0	97	45025887	0	45025887	100	77.40
DISSENT	4	0	4	11	0	11	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	101	0	101	45025898	0	45025898	100	77.40

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 22nd May, 2023 has been passed with requisite majority.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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Item No.6

Payment of Commission to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company

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

“RESOLVED THAT pursuant to Sections 197, 198 and Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, consent of the Company be and is hereby accorded to the payment of commission at a rate of 1% (One percent) of the net profits of the Company for the financial year 2023-24 to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceeds fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2023-24)”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided/approved by the Board of Directors and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	92	0	92	41317091	0	41317091	91.76	71.02
DISSENT	6	0	6	8783	0	8783	0.02	0.02
INVALID	3	0	3	3700024	0	3700024	8.22	6.36
TOTAL	101	0	101	45025898	0	45025898	100	77.40



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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** Pursuant to SEBI Notification No. SEBI/LAD-RO/GN/2018/10 dated 9th May, 2018, effective from 1st April, 2019, the approval of shareholders by special resolution shall be obtained every year, in case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. The Commission payable to Mr. Dwarika Prasad Tantia, Chairman of the Company may exceed 50% of the total annual remuneration payable to all non-executive directors during the Financial Year 2023-24. Further the vote casted by Mr. Atul Tantia, Mr. Vaibhav Tantia & Mr. Dwarika Prasad Tantia in the aforesaid resolution shall not be taken as valid since they are Interested Parties as stated in the Notice of Annual General Meeting. In view of the above, vote casted in respect of 3700024 shares is treated as Invalid for the purpose of passing of the Special Resolution.*

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 22nd May, 2023 has been passed with requisite majority.

Thanking you,
Yours faithfully,

ASHOK
KUMAR DAGA

Digitally signed by
ASHOK KUMAR DAGA
Date: 2023.07.28
12:38:09 +05'30'

PLACE- KOLKATA
DATE- 28.07.2023

ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)
MEMBERSHIP NO. 2699
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