



# GPT Infracorejects Limited

Regd. Office: GPT Centre, JC-25, Sector III, Salt Lake, Kolkata – 700 106, India CIN: L20103WB1980PLC032872  
Phone : +91-33-4050-7000, Email : info@gptgroup.co.in , Visit us: www.gptgroup.co.in

GPTINFRA/CS/SE/2024-25

June 21, 2024

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: Results of Postal Ballot, Submission of Scrutinizer Report and Voting Results of GPT Infracorejects Limited.**

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

Dear Sir,

In continuation to our letter dated May 21, 2024, regarding postal ballot notice issued to members seeking their approval in relation to the following Special Businesses:

SI No.	Resolution	Type of resolution
1.	Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company	Ordinary
2.	Issue of Bonus Shares	Ordinary
3.	Appointment of Mr. Amrit Jyoti Tantia as Whole-Time Director designated as Director (Projects) of the Company	Special
4.	Appointment of Mrs. Rashmi Bihani as Non -Executive Woman Independent Director	Special
5.	Appointment of Mr. Aditya Kumar Mittal as Non -Executive Independent Director	Special
6.	Appointment of Mr. Arun Kumar Dokania as Non -Executive Independent Director	Special

The remote e voting period for the said postal ballot concluded on June 20, 2024 and the Scrutinizer Mr. Ashok Kumar Daga, (COP No. 2948), Practicing Company Secretary submitted his report on Friday, June 21, 2024. Based on the Report of the Scrutinizer, we hereby inform that the above resolution was passed by the Members with requisite majority.

In this connection we are enclosing herewith the following:

- ❖ Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure A**
- ❖ Report of the Scrutinizer dated June 21, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2014 as **Annexure B**

The aforesaid businesses have been passed by the members with requisite majority and are deemed to have been passed on Thursday, June 20, 2024, being the last date of e voting.

The aforesaid Voting Results and the Scrutinizer's Report are also made available on the website of the Company at the link: <https://gptinfra.in/share-holder-information/#PostalBallot> and on the website of Link Intime India Private Limited at the link: <https://instavote.linkintime.co.in>

Kindly take the information on record and oblige.

Thanking You

Yours sincerely

For GPT Infracorejects Limited

Mohit Arora  
Company Secretary  
Encl . As Above

<b>General information about company</b>	
Scrip code	533761
NSE Symbol	GPTINFRA
MSEI Symbol	NOTLISTED
ISIN	INE390G01014
Name of the company	GPT INFRAPROJECTS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	20-06-2024
Start time of the meeting	
End time of the meeting	

**Scrutinizer Details**

Name of the Scrutinizer	ASHOK KUMAR DAGA
Firms Name	Ashok Kumar Daga
Qualification	CS
Membership Number	2699
Date of Board Meeting in which appointed	17-05-2024
Date of Issuance of Report to the company	21-06-2024

### Voting results

Record date	17-05-2024
Total number of shareholders on record date	18210
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association 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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public- Institutions	E-Voting	3133445	2886737	92.1266	2886737	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	2886737	0	100
Public- Non Institutions	E-Voting	11410435	20310	0.178	20266	44	99.7834	0.2166
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20310	0.178	20266	44	99.7834
Total		58172000	46135167	79.3082	46135123	44	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of Bonus Shares				
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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public-Institutions	E-Voting	3133445	2886737	92.1266	2886737	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	2886737	0	100
Public- Non Institutions	E-Voting	11410435	20365	0.1785	20321	44	99.7839	0.2161
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20365	0.1785	20321	44	99.7839
Total		58172000	46135222	79.3083	46135178	44	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Amrit Jyoti Tantia as Whole-Time Director designated as Director (Projects) 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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public- Institutions	E-Voting	3133445	2886737	92.1266	4000	2882737	0.1386	99.8614
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	4000	2882737	0.1386
Public- Non Institutions	E-Voting	11410435	20310	0.178	19712	598	97.0556	2.9444
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20310	0.178	19712	598	97.0556
Total		58172000	46135167	79.3082	43251832	2883335	93.7502	6.2498
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Rashmi Bihani as Non -Executive Woman Independent Director				
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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public- Institutions	E-Voting	3133445	2886737	92.1266	2886737	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	2886737	0	100
Public- Non Institutions	E-Voting	11410435	20310	0.178	19812	498	97.548	2.452
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20310	0.178	19812	498	97.548
Total		58172000	46135167	79.3082	46134669	498	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Aditya Kumar Mittal as Non -Executive Independent Director				
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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public- Institutions	E-Voting	3133445	2886737	92.1266	2886737	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	2886737	0	100
Public- Non Institutions	E-Voting	11410435	20310	0.178	19812	498	97.548	2.452
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20310	0.178	19812	498	97.548
Total		58172000	46135167	79.3082	46134669	498	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Arun Kumar Dokania as Non -Executive Independent Director				
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	43228120	99.0832	43228120	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		43628120	43228120	99.0832	43228120	0	100
Public- Institutions	E-Voting	3133445	2886737	92.1266	8308	2878429	0.2878	99.7122
	Poll							
	Postal Ballot (if applicable)							
	Total		3133445	2886737	92.1266	8308	2878429	0.2878
Public- Non Institutions	E-Voting	11410435	20310	0.178	19612	698	96.5633	3.4367
	Poll							
	Postal Ballot (if applicable)							
	Total		11410435	20310	0.178	19612	698	96.5633
Total		58172000	46135167	79.3082	43256040	2879127	93.7594	6.2406
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	





**Ashok Kumar Daga**

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

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## **SCRUTINIZER'S REPORT**

To,  
**The Chairman,**  
**GPT INFRAPROJECTS LIMITED**  
**GPT Centre, JC-25, Sector-III, Salt Lake,**  
**Kolkata-700106**

### **Sub: Passing of Resolutions through Postal Ballot through E-Voting**

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **17<sup>th</sup> May, 2024** had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of The Link Intime India Private Limited for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
1. Based on the Register for Voting (E-Voting) on **20<sup>th</sup> June, 2024** which was provided by The Link Intime India Private Limited, I hereby submit my report as under:
  - 2.1 The Shareholders holding shares as on the cut-off date i.e. **17<sup>th</sup> May, 2024** were entitled to vote on the proposed resolutions (Item No. 1 to Item No. 6 as set out in the Notice of Postal Ballot of the Company.)
  - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from **22<sup>nd</sup> May, 2024** (9:00 A.M. IST) and ended on **20<sup>th</sup> June, 2024** (5:00 P.M. IST).
  - 2.3 The details of Remote e-voting facility provided by The Link Intime India Private Limited has been scrutinized by me for verification of votes cast in favour and against the resolution.
  - 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.



**Ashok Kumar Daga**

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Practising Company Secretary

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- 2.5 The votes were unblocked at Kolkata on 20<sup>th</sup> June, 2024 at 5.10 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. 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 Postal Ballot dated 17<sup>th</sup> May, 2024.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 17<sup>th</sup> May, 2024 are as under:

**RESOLUTION NO. 1: (Ordinary Resolution)**

**Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 equity shares of ₹ 10 each to ₹ 1,30,00,00,000 (Rupees One Hundred Thirty Crore only) divided into 13,00,00,000 equity shares of ₹ 10 each, by creation of further 7,00,00,000 Equity Shares of ₹ 10 each, ranking pari passu with the existing equity shares of the Company and that Clause V of the Memorandum of Association of the Company be altered accordingly.

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



**Ashok Kumar Daga**

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

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The Authorized Share Capital of the Company is ₹1,30,00,00,000 (Rupees One Hundred Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) equity shares of ₹10 (Rupees Ten only) each with the power to increase, reduce and re-classify the Capital for the time being into several classes and to attach thereto such preferential special rights, privileges or conditions as may be thought fit and according to the provisions of the Companies Act, 2013 for the time being.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. Mohit Arora, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	148	148	46135123	46135123	100	79.31
DISSENT	6	6	44	44	0	0
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>154</b>	<b>154</b>	<b>46135167</b>	<b>46135167</b>	<b>100</b>	<b>79.31</b>

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 17<sup>th</sup> May, 2024 has been approved and passed with requisite majority.



**Ashok Kumar Daga**

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## **RESOLUTION NO. 2: (Ordinary Resolution)**

### **Issue of Bonus Shares:**

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the, Securities Premium Account, General Reserves and retained earnings as on May 31, 2024, for the purpose of the issue of bonus equity shares of ₹ 10 each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in the proportion of 1 (One) equity share of ₹ 10 each for every 1 (One) equity shares of ₹ 10 each held by the Members, whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board (including any committee thereof) for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.



**Ashok Kumar Daga**

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**RESOLVED FURTHER THAT** the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form and in the case of Members who hold equity shares in physical form, the new share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. Mohit Arora, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	149	149	46135178	46135178	100	79.31
DISSENT	6	6	44	44	0	0
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>155</b>	<b>155</b>	<b>46135222</b>	<b>46135222</b>	<b>100</b>	<b>79.31</b>

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated 17<sup>th</sup> May, 2024 has been approved and passed with requisite majority.





**Ashok Kumar Daga**

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

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E-mail : daga.ashok@gmail.com

**RESOLUTION NO. 3: (Special Resolution)**

**Appointment of Mr. Amrit Jyoti Tantia as Whole-Time Director designated as Director (Projects) of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the appointment of Mr. Amrit Jyoti Tantia (DIN:05336986), as Whole Time Director designated as Director (Projects) of the Company, not liable to retire by rotation for a period of three (3) years commencing from May 17, 2024 to May 16, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: Rs. 10,00,000 per month with effect from June 01, 2024 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of Rs. 20,00,000 per month as Basic Salary.
2. Perquisites:
  - a. Mediclaim Group Insurance: As per the rules of the Company.
  - b. Club Fees payable subject to maximum of two clubs.
  - c. Personal Accident Insurance: As per the rules of the Company.
  - d. Leave: As per the rules of the Company.
  - e. Gratuity: As per the rules of the Company.
  - f. Bonus: As per the rules of the Company.
  - g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
  - h. Long Term Employer-Employee Insurance Policy: As per the rules of the Company.



**Ashok Kumar Daga**

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Practising Company Secretary

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Phone : +91 33 32916865  
Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

- i. Company Car and Telephone: Use of Company's Car along with driver and telephone at the residence and Mobile phone for official use purposes.

### 3. Other terms & Conditions:

- a. Period of appointment: From May 17, 2024 to May 16, 2027.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Amrit Jyoti Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors"

**"RESOLVED FURTHER THAT** pursuant to the applicable provisions of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Amrit Jyoti Tantia, where in any financial year during the currency of tenure of Mr. Amrit Jyoti Tantia, the Company has no profits or its profits are inadequate."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Amrit Jyoti Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

**"RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto".



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	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	126	126	43251832	43251832	93.75	74.35
DISSENT	28	28	2883335	2883335	6.25	4.95
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>154</b>	<b>154</b>	<b>46135167</b>	<b>46135167</b>	<b>100</b>	<b>79.30</b>

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated **17<sup>th</sup> May, 2024** has been approved and passed with requisite majority.

**RESOLUTION NO. 4: (Special Resolution)**

**Appointment of Mrs. Rashmi Bihani as Non -Executive Woman Independent Director:**

“**RESOLVED THAT** Mrs. Rashmi Bihani (DIN:07062288) who was appointed as an Additional Non-Executive Woman Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for appointment as a Non-Executive Woman Independent Director, be and is hereby appointed as a Non-Executive Woman Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.





**Ashok Kumar Daga**

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**RESOLVED FURTHER THAT** any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	146	146	46134669	46134669	100	79.31
DISSENT	8	8	498	498	0	0
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>154</b>	<b>154</b>	<b>46135167</b>	<b>46135167</b>	<b>100</b>	<b>79.31</b>

In view of the above scrutiny, I hereby certify that resolution no. 4 as set out in notice dated **17<sup>th</sup> May, 2024** has been approved and passed with requisite majority.

**RESOLUTION NO. 5: (Special Resolution)**

**Appointment of Mr. Aditya Kumar Mittal as Non -Executive Independent Director:**

“**RESOLVED THAT** Mr. Aditya Kumar Mittal (DIN: 08426154) who was appointed as an Additional Non -Executive Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder



**Ashok Kumar Daga**

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Practising Company Secretary

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(including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.

**RESOLVED FURTHER THAT** any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	146	146	46134669	46134669	100	79.31
DISSENT	8	8	498	498	0	0
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>154</b>	<b>154</b>	<b>46135167</b>	<b>46135167</b>	<b>100</b>	<b>79.31</b>

In view of the above scrutiny, I hereby certify that resolution no. 5 as set out in notice dated 17<sup>th</sup> May, 2024 has been approved and passed with requisite majority.

**RESOLUTION NO. 6: (Special Resolution)**

**Appointment of Mr. Arun Kumar Dokania as Non -Executive Independent Director:**

“**RESOLVED THAT** Mr. Arun Kumar Dokania (DIN: 00029002) who was appointed as an Additional Non -Executive Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-



**Ashok Kumar Daga**

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Practising Company Secretary

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Executive Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.

**RESOLVED FURTHER THAT** any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	127	127	43256040	43256040	93.76	74.36
DISSENT	27	27	2879127	2879127	6.24	4.95
INVALID	0	0	0	0	0	0
<b>TOTAL</b>	<b>154</b>	<b>154</b>	<b>46135167</b>	<b>46135167</b>	<b>100</b>	<b>79.31</b>

In view of the above scrutiny, I hereby certify that resolution no. 6 as set out in notice dated 17<sup>th</sup> May, 2024 has been approved and passed with requisite majority.

Thanking you.

**ASHOK KUMAR DAGA**  
Company Secretary in practice  
Scrutinizer  
Membership No. 2699  
CP No. 2948

**UDIN: F002699F000599042**  
**Place: Kolkata**  
**Date: 21.06.2024**