



# GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106, West Bengal, India

Tel: +91-33-4050-7000

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## NOTICE

### OF THE 45<sup>th</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 45<sup>th</sup> (Forty Fifth) Annual General Meeting ("AGM/Meeting") of **GPT INFRAPROJECTS LIMITED** ("Company") will be held on **Thursday, August 07, 2025 at 3.00 P.M. (IST)** through Video Conferencing and Other Audio-Visual Means ("VC/OAVM"), to transact the following businesses.

#### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the financial year ended March 31, 2025 together with Report of Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹2 (20%) per Equity Shares and to declare Final Dividend of ₹1 (10%) on Equity Shares for the financial year 2024-25.
3. To appoint a Director in place of Mr. Dwarika Prasad Tantia (DIN: 00001341), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 4. Ratification of Remuneration of Cost Auditor of the Company

To consider and if thought fit to pass, with or without modification(s) following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee ("AC"), the Company do hereby ratifies the remuneration of ₹40,000 (Rupees Forty thousand only) plus taxes as applicable and reimbursement of out of pocket expenses in connection with the audit, as approved by the Board of Directors, payable to S.K. Sahu & Associates, Cost Accountants (Firm Registration No. 100807) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026."

**"RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

##### 5. Appointment of Mr. Ashok Kumar Daga, Company Secretary in Practice as Secretarial Auditors of the Company for a period of 5 years from financial year 2025-2026 to 2029-2030

To consider and if thought fit to pass, with or without modification(s) following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 179 & 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Act, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and Regulation 24A & other applicable provisions of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements), 2015 ("SEBI Listing Regulations") read with circulars issued thereunder from time to time and as recommended by the Audit Committee and Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ashok Kumar Daga, Company Secretary in Practice (Membership No. FCS No. 2699, CP No. 2948) having Peer Review No. 1550/2021 as Secretarial Auditors of the Company for a period of 5 consecutive years commencing from April 01, 2025 to March 31, 2030 ('the Term') to conduct the secretarial audit for the aforesaid Financial Years at an annual fees of ₹50,000 (Fifty thousand only) and on such terms & conditions, as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board in this regard)."

**"RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

##### 6. Variation in the terms and conditions of employment of Mr. Atul Tantia, as Whole Time Director designated as an Executive Director & CFO of the Company:

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

**"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 thereunder (including any statutory modification(s) or re-enactment thereof

for the time being in force), Regulation 17(6) and other applicable relevant provisions to the extent applicable, of the Securities and Exchange Board of India (Listing Obligations and 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 or permissions, as may be necessary and based on the recommendation of Nomination & Remuneration Committee ("NRC"), approval of the Audit Committee ("AC") and the Board of Directors ("Board"), consent of the members of the Company be and is hereby accorded to vary the terms and conditions of employment of Mr. Atul Tania (DIN:00001238) as appearing herein below, who was re-appointed as an Executive Director & CFO of the Company at the 44<sup>th</sup> Annual General Meeting of the Company held on July 30, 2024, for his remaining tenure as an Executive Director & CFO of the Company till July 31, 2027 and who shall also be liable to retire by rotation:

1. Salary: ₹13,50,000 per month with such increments as the Committee / Board may approve from time to time, subject to a ceiling of ₹28,00,000 per month as Basic Salary.
2. Bonus: As per the rules of the Company subject to maximum of 10% of the annual salary.
3. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time subject to maximum of 30% of annual salary.
4. Perquisites:
  - a. Group Mediciam 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. Gratuity: As per the rules of the Company.
  - e. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
  - f. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.
  - g. Any other allowances: As per the rules of the Company.
5. Other terms & Conditions:
  - a. The terms of appointment may be terminated by either party by giving three months notice in writing.
  - b. Mr. Atul Tania 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 provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Atul Tania, where in any financial year during his tenure, the Company has no profits or its profits are inadequate."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company shall have the discretion and authority to modify the aforesaid terms and conditions, including annual increment within the aforesaid prescribed limit as approved by the members of the Company."

**"RESOLVED FURTHER THAT** Mr. Atul Tania (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

## 7. Variation in the terms and conditions of employment of Mr. Vaibhav Tania, as Whole Time Director designated as Director & COO of the Company

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

**"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 thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) and other applicable relevant provisions, to the extent applicable, of the Securities and Exchange Board of India (Listing Obligations and 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 or permissions, as may be necessary and based on the recommendation of Nomination & Remuneration Committee ("NRC"), approval of the Audit Committee ("AC") and the Board of Directors ("Board"), consent of the members of the Company be and is hereby accorded to vary the terms and conditions of employment of Mr. Vaibhav Tania (DIN: 00001345) as appearing herein below, who was re-appointed as a Director & COO of the Company at the 44<sup>th</sup> Annual General Meeting of the Company held on July 30, 2024, for his remaining tenure as Director & COO of the Company till July 31, 2027 and who shall also be liable to retire by rotation:

1. Salary: ₹13,50,000 per month with such increments as the Committee / Board may approve from time to time, subject to a ceiling of ₹28,00,000 per month as Basic Salary.
2. Bonus: As per the rules of the Company subject to maximum of 10% of the annual salary.
3. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time subject to maximum of 30% of annual salary.
4. Perquisites:
  - a. Group Mediciam 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. Gratuity: As per the rules of the Company.
  - e. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
  - f. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.
  - g. Any other allowances: As per the rules of the Company.
5. Other terms & Conditions:
- a. The terms of appointment may be terminated by either party by giving three months notice in writing.
  - b. Mr. Vaibhav 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 provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Vaibhav Tantia, where in any financial year during his tenure, the Company has no profits or its profits are inadequate."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company shall have the discretion and authority to modify the aforesaid terms and condition, including annual increment within the aforesaid prescribed limit as approved by the members of the Company."

**"RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

#### 8. Variation in the terms and conditions of employment of Mr. Amrit Jyoti Tantia as a Whole time Director designated as Director (Projects) of the Company

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

**"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 thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) and other applicable relevant provisions, to the extent applicable, of the Securities and Exchange Board of India (Listing Obligations and 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 or permissions, as may be necessary and based on the recommendation of Nomination & Remuneration Committee ("NRC"), approval of the Audit Committee ("AC") and the Board of Directors ("Board"), consent of the members of the Company be and is hereby accorded to vary the terms and conditions

of employment of Mr. Amrit Jyoti Tantia (DIN: 05336986) as appearing herein below, who was re-appointed as Director (Projects) of the Company by way of Postal Ballot result dated June 20, 2024, for his remaining tenure as Director (Projects) of the Company till May 16, 2027 and who shall be liable to retire by rotation:

1. Salary: ₹10,00,000 per month with such increments as the Committee / Board may approve from time to time, subject to a ceiling of ₹20,00,000 per month as Basic Salary.
2. Bonus: As per the rules of the Company subject to maximum of 10% of the annual salary.
3. Performance Linked Incentive (PLI): As may be decided by the Committee/Board from time to time subject to maximum of 30% of annual salary.
4. Perquisites:
  - a. Group Mediciam 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. Gratuity: As per the rules of the Company.
  - e. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
  - f. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.
  - g. Any other allowances: As per the rules of the Company.
5. Other terms & Conditions:
  - a. The terms of appointment may be terminated by either party by giving three months notice in writing.
  - b. 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 provisions of Section II 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 his tenure, the Company has no profits or its profits are inadequate."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company shall have the discretion and authority to modify the aforesaid terms and condition, including annual increment within the aforesaid prescribed limit as approved by the members of the Company."

**"RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

**9. 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 resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 of the Companies Act, 2013 (“the Act”) and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, of the Act and Rules made thereunder and other applicable regulations of Listing Regulations, consent of the members of the Company be and is hereby accorded for the payment of commission at a rate of 1% (One percent) of the net profits of the Company, computed in the manner prescribed under Section 198 of the Act for the financial year 2025-26 subject to a maximum of ₹2 crore to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company.”

**“RESOLVED FURTHER THAT** the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or Committees thereof being paid to the Non-Executive Director.”

**“RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**10. Continuation of directorship of Mr. Kashi Prasad Khandelwal as a Non-Executive Independent Director of the Company on attainment of 75 years of age.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), all applicable provisions of the Companies Act, 2013 and all applicable guidelines issued from time to time and subject to such other approvals or permissions, as may be necessary and based on the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”), consent of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as a Non-Executive Independent Director of

the Company who would attain the age of 75 years on March 4, 2026.”

**“RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**11. Appointment of Mr. Hari Modi as a Non-Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Articles of Association of the Company, based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Hari Modi (DIN: 00801413) who was appointed as an Additional Director (Category: Non-Executive Independent Director) with effect from May 16, 2025 and who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from May 16, 2025 to May 15, 2030.

**“RESOLVED FURTHER THAT** Mr. Atul Tantia (DIN:00001238), Executive Director & CFO of the Company and/or Mrs. Sonam Lakhotia, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

**For and on behalf of the Board  
For GPT Infraprojects Limited**

Date: May 16, 2025

Place: Kolkata

**Registered Office: -**

GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106, West Bengal, India

**Sonam Lakhotia**

Company Secretary and Compliance Officer

M. No. A41358



## Notes:

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI") read together with other previous Circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), companies are permitted to convene the AGM through VC or OAVM without physical presence of the members at a common venue till September 30, 2025. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 45<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue of the AGM will be the Registered Office of the Company i.e., GPT Centre, JC-25, Sector III, Saltlake, Kolkata-700106. MUFG Intime India Private Limited (MIPL) (Formerly Link Intime India Private Limited) will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the AGM through VC/ OAVM is explained hereunder and is also available on the website of the Company at [www.gptinfra.in](http://www.gptinfra.in).

2. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.

Further, additional information pursuant to 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) is annexed as Annexure-A to the notice and Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is annexed as Annexure-B.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars/ SEBI Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders/Institutional Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Scrutinizer, MIPL and the Company, a scanned certified true copy of the Board Resolution/letter of authority/power of attorney, as the case may be, with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [daga.ashok@gmail.com](mailto:daga.ashok@gmail.com) with a copy marked to [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com) and [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in).
5. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint

holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2025 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025 has been uploaded on the website of the Company at [www.gptinfra.in](http://www.gptinfra.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of MIPL (agency for providing the remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>. Further, in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), as amended, for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request the same in writing to the Company.
7. Members can raise questions during the meeting or in advance at [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Members are requested to support "Green Initiative" by registering/ updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with MIPL (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA on [kolkata@in.mpms.mufg.com](mailto:kolkata@in.mpms.mufg.com) or [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in), to enable the Company to send electronic communications.
9. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts for which the Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
10. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz. MUFG Intime India Private Limited, Unit: GPT Infraprojects Limited, Rasoi Court, 5<sup>th</sup> floor 20, Sir R N Mukherjee Road, Kolkata - 700001 for updating their registered address, email address, telephone/mobile number, bank account details, NECS (National Electronic Clearing Services) mandate, KYC, Pan and

changes therein, if any. Members holding shares in electronic form are requested to update such details with their respective Depository Participants.

11. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023 has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, address, email, choice of nomination, contact details including mobile number, bank account details and specimen signature. SEBI has introduced Form ISR – 1, ISR-2 along with other relevant forms to lodge any request for registering PAN, KYC details, nominations or any change/ updation thereof. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same, members are advised to dematerialise the shares held by them in physical form. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 along with relevant details as prescribed by SEBI in this regard is available on the Company's RTA website at <https://web.in.mpms.mufig.com/KYC-downloads.html> or visit Company's website for information and use by the Shareholders. It may be noted that any service request can be processed only after the folio is KYC Compliant. You are requested to kindly take note of the same and update your particulars timely.
12. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
  - (a) Change in their residential status on return to India or permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in) or alternatively you can also write to our RTA, MIPL at [kolkata@in.mpms.mufig.com](mailto:kolkata@in.mpms.mufig.com)
14. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 01, 2025 to Thursday, August 07, 2025 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the members eligible for final dividend on equity shares for the financial year ended March 31, 2025, if declared at the Annual General Meeting.
15. The Board of Directors at its meeting held on May 16, 2025 has recommended payment of final dividend on equity shares @ ₹1.00 (10%) per equity share on the face value of ₹10 for the financial year 2024-25. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on Thursday, July 31, 2025 being the record date in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form

and (b) whose names appear in the Register of Members of the Company on Thursday, July 31, 2025, after giving effect to valid transmission/ transposition requests lodged with the Company for the shares held in physical form as of the close of business hours on Thursday, July 31, 2025. The Company shall deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 as detailed in Annexure-C of this notice.

16. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.
17. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or RTGS/NEFT. The dividend would be credited to their bank account as per the mandate given by the shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/RTGS/NEFT facility, the dividend would be paid through warrants/ DDs and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants/DDs as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants /Demand Drafts will be sent to their registered addresses.
18. In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the dividend amount being ₹29,539 which remain unclaimed and unpaid for a period of seven years and 63 (Sixty Three) number of shares (pre-bonus of 1:1) was duly transferred to Investor's Education and Protection Fund (IEPF).
19. Members are requested to note that dividend warrant if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF.
20. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other

required documents and file the Form IEPF-5 form for claiming the dividend and/or shares via [www.iepf.gov.in](http://www.iepf.gov.in).

21. Relevant documents referred to in the Notice as well as annual accounts will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of 45<sup>th</sup> Annual General Meeting and Annual Report of your Company for Financial Year 2024-25 would also be made available on the Company's website: [www.gptinfra.in](http://www.gptinfra.in). Members seeking to inspect such documents can send an email to [gil cosec@gptgroup.co.in](mailto:gil cosec@gptgroup.co.in). Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at [gil cosec@gptgroup.co.in](mailto:gil cosec@gptgroup.co.in) so as the same may be attended appropriately.
22. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 and register of Contracts and Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members during the AGM in electronic mode. Members can inspect the same by sending an e-mail to [gil cosec@gptgroup.co.in](mailto:gil cosec@gptgroup.co.in).
23. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA quoting their folio number. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from website of the Registrar and Transfer Agent ('RTA') at <https://web.in.mpms.mufig.com/KYC-downloads.html>. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
24. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at [gil cosec@gptgroup.co.in](mailto:gil cosec@gptgroup.co.in) to facilitate clarifications during the AGM.
25. The venue of the AGM shall be deemed to be the Registered Office of the Company at GPT Centre, JC 25, Sector- III, Salt Lake, Kolkata – 700 106.
26. Certain Instructions in the AGM Notice may or may not be relevant and to be considered as General Instructions purpose only.

## 27. INSTRUCTIONS FOR E-VOTING:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement

with MIPL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by MIPL.

- b) The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- c) The remote e-voting period commences on Monday, August 04, 2025 (at 9.00 a.m. IST) and ends on Wednesday, August 06, 2025 (at 5.00 p.m. IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date (Cut-off) i.e., Thursday, July 31, 2025, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by MIPL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholders shall not be allowed to change it subsequently.
28. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the record date (Cut-off) i.e., Thursday, July 31, 2025.
29. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the record date (Cut-off), may obtain the login ID and password by sending a request at [instameet@in.mpms.mufig.co.in](mailto:instameet@in.mpms.mufig.co.in). However, if he/she is already registered with MIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
30. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
31. The Instructions of Remote E-Voting for Shareholders are as under:

## REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Login method for Individual shareholders holding securities in demat mode is given below:

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/ Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- After successful authentication, click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**3. Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.



- d) After successful authentication, click on "Link In Time / MUFG In Time" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode is given below:**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **NSDL form**, shall provide 'D' above

\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character

(!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code

- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

**3. Click on "Login" under 'SHARE HOLDER' tab.**

- A. User ID: Enter your User ID

- B. Password: Enter your Password

- C. Enter Image Verification (CAPTCHA) Code

- D. Click "Submit"

**4. Cast your vote electronically:**

- A. After successful login, you will be able to see the "Notification for e-voting".

- B. Select 'View' icon.

- C. E-voting page will appear.

- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>

- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on "**Investor Mapping**" tab under the Menu Section

- c) Map the Investor with the following details:

- a. 'Investor ID' –

- i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

- ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

- b. 'Investor's Name - Enter Investor's Name as updated with DP.

- c. 'Investor PAN' - Enter your 10-digit PAN.

- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
- d) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- e) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- f) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- g) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- h) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour/ Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

##### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

##### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Forgot Password:

##### Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

#### INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
  - b) Select the "Company Name" and register with your following details:
  - c) Select Check Box - Demat Account No. / Folio No. / PAN
    - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
    - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
    - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
    - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
    - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

#### Instructions for shareholders/ members to speak (speaker registration) during the annual general meeting:

1. Shareholders who would like to speak during the meeting must register their request by Thursday, July 31, 2025 with the company on the email id [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in) mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
5. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the 45<sup>th</sup> AGM.

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
3. Click on 'Submit'.
4. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
5. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
6. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**30. OTHER INSTRUCTIONS:**

- (i) The results of the e-voting will be declared not later 2 working days of conclusion of the AGM.
- (ii) A copy of this notice has been placed on the website of the Company and the website of MIIPL.
- (iii) Mr. Ashok Kumar Daga, Practicing Company Secretary (Certificate of Practice Number 2948) has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of MIIPL, and will also be displayed on the Company's website.
- (v) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, August 07, 2025.
- (vi) Grievances connected e-voting may be referred to Mr. Rajiv Ranjan, Sr. Assistant Vice President – E-voting C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: +91 22 4918 6000 (2505) and email id: [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com).



## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 & details of directors seeking appointment as required under Listing Regulations and Secretarial Standards on General Meetings.

### Item No. 4

The Board of Directors on the recommendation of Audit Committee has approved the re-appointment and remuneration of S.K. Sahu & Associates, Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2025-26 at such remuneration so provided in the resolution.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at item No. 4 of the Notice.

The cost auditors had rendered satisfactory service during their last tenure, therefore, the Board of Directors recommends for an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of remuneration by the members.

### Item No. 5

Pursuant to recent amendments made to Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ('the Act'), the Audit Committee and the Board of Directors at their respective meetings held on May 16, 2025 had approved and recommended to the members of the Company appointment of Mr. Ashok Kumar Daga, Company Secretary in Practice (Membership No. FCS No. 2699, CP No. 2948 of the ICSI) having Peer Review No. 1550/2021 and UIN No. 11998WB122000 as a Secretarial Auditors of the Company for a period of 5 consecutive years, from April 01, 2025 to March 31, 2030 ('the Term') subject to approval of the members at the 45<sup>th</sup> Annual General Meeting on the following terms and conditions:

- A. Terms of appointment:** 5 (Five) consecutive years to hold office from April 01, 2025 to March 31, 2030 ('the Term').
- B. Proposed Fees:** ₹50,000 (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for financial year ending March 31, 2026 and for subsequent year(s) of the term, or such other fees as determined by the Board of Directors on recommendation of Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by him, which is in line with the industry benchmark. The payment for services in the nature of certifications and

other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board of Directors or committee thereof.

- C. Basis of recommendations:** The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of members taking into account the eligibility criteria & qualification as prescribed under the Companies Act, 2013 & Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), wide knowledge in secretarial matters, existing experience in the Company's business segments & industry, independent assessment & expertise in providing Secretarial audit related services and the Company's previous experience based on the evaluation of the quality of audit work done by Mr. Ashok Kumar Daga in the past.
- D. Brief Profile:** Mr. Ashok Kumar Daga is a qualified Company Secretary from Institute of Company Secretaries of India (ICSI) and a Bachelor of Legislative Law (LLB) from Calcutta University. As a fellow member of the ICSI, Mr. Daga is working as a Practicing Company Secretary (Membership No. FCS No. 2699, CP No. 2948 of ICSI) with a Peer Review certificate No. 1550/2021 and UIN No. 11998WB122000. He is enriched with experience of over two decades in the secretarial and other compliance matters. Prior to this proposed appointment, he has been the Secretarial Auditors of the Company and has demonstrated his expertise and proficiency in handling Secretarial audits of the Company. He is Secretarial Auditors of other renowned companies as well. Mr. Ashok Kumar Daga is well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.
- E. Consent and Eligibility:** Mr. Daga has given his consent to act as Secretarial Auditors of the Company and confirmed that his appointment, (if made) would be within the prescribed limits under the Companies Act, 2013 & Rules made thereunder and SEBI Listing Regulations. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditors of the Company in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and rules and regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution as set out at item No. 5 of the Notice.

The Board of Directors of the Company are of the opinion that the aforesaid appointment of Mr. Ashok Kumar Daga as a Secretarial Auditors of the Company is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 5 for approval of the members as an Ordinary Resolution.

#### Item No. 6

Mr. Atul Tania was re-appointed as a Whole time Director of the Company designated as Executive Director & CFO by the members of the Company through a Special Resolution passed at the 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 30, 2024 to hold office for a period of Three (3) years commencing from August 01, 2024 to July 31, 2027 on such terms and conditions including remuneration as appearing in the said AGM Notice.

The Board of Directors at their meeting held on May 16, 2025 has approved the variation in terms and conditions of employment of Mr. Atul Tania, Executive Director & CFO of the Company who shall be liable to retire by rotation based on the recommendation of the Nomination And Remuneration Committee and approval of the Audit Committee, as appearing in the proposed resolution, being in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, by capping the bonus payment to an extent of 10% on annual salary subject to the approval of the shareholders at the 45<sup>th</sup> Annual General Meeting. The said variation in remuneration is in alignment with market benchmarks, compensation trends and the Company's performance.

The Board of Directors of the Company are of the opinion that aforesaid revised terms and conditions of employment of Mr. Atul Tania, Executive Director & CFO of the Company, liable to retire by rotation is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 6 for approval of the Members as Special Resolution.

The approval of shareholders by Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Save and except Mr. Atul Tania, Mr. Dwarika Prasad Tania and Mr. Vaibhav Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 6 of the Notice.

Details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India) is given in Annexure – A.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is annexed as Annexure-B.

#### Item No. 7

Mr. Vaibhav Tania was re-appointed as a Whole time Director of the Company designated as Director & COO by the members of the Company through Special Resolution passed at the 44<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 30, 2024 to hold office for a period of Three (3) years commencing from August 01, 2024 to July 31, 2027 on such terms and conditions including remuneration as appearing in the said AGM Notice.

The Board of Directors at their meeting held on May 16, 2025 has approved the variation in terms and conditions of employment of Mr. Vaibhav Tania, Director & COO of the Company who shall be liable to retire by rotation, on the recommendation of the Nomination And Remuneration Committee and approval of Audit Committee, as appearing in the proposed resolution, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 by capping

the bonus payment to an extent of 10% on annual salary, subject to the approval of the shareholders at the 45<sup>th</sup> Annual General Meeting. The said variation in remuneration is in alignment with market benchmarks, compensation trends and the Company's performance.

The Board of Directors of the Company are of the opinion that aforesaid revised terms and conditions of employment of Mr. Vaibhav Tania, Director & COO of the Company, liable to retire by rotation is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 7 for approval of the Members as Special Resolution.

The approval of shareholders by Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Save and except Vaibhav Tania, Mr. Dwarika Prasad Tania and Mr. Atul Tania none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 7 of the Notice.

Details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India) is given in Annexure – A.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is annexed as Annexure-B.

#### Item No. 8

Mr. Amrit Jyoti Tania was reappointed as a Whole time Director of the Company designated as Director (Projects) by the members of the company through Special Resolution passed by way of Postal Ballot result dated June 20, 2024 to hold office for a period of Three (3) years commencing from May 17, 2024 to May 16, 2027 on such terms and conditions including remuneration as appearing in the said Postal Ballot Notice.

The Board of Directors at their meeting held on May 16, 2025 has approved the variation in terms and conditions of employment of Mr. Amrit Jyoti Tania, Director (Projects) of the Company who shall be liable to retire by rotation on the recommendation of the Nomination And Remuneration Committee and approval of Audit Committee as appearing in the proposed resolution, in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, by capping the bonus payment to an extent of 10% on annual salary and also capping the Performance linked bonus to a maximum of 30% of annual salary, subject to the approval of the shareholders at the 45<sup>th</sup> Annual General Meeting. The said variation in remuneration is in alignment with market benchmarks, compensation trends and the Company's performance.

The Board of Directors of the Company are of the opinion that aforesaid revised terms and conditions of employment of Mr. Amrit Jyoti Tania, Director (Projects) of the Company, liable to retire by rotation is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 8 for approval of the Members as Special Resolution.

The approval of shareholders by Special Resolution shall also be deemed to be approval under Regulation 17(6)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Save and except Mr. Amrit Jyoti Tania and Mr. Shree Gopal Tania, none of the Directors and Key Managerial Personnel of the Company

or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 8 of the Notice

Details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India) is given in Annexure – A.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is annexed as Annexure-B.

#### Item No. 9

In continuation to the previous year(s), payment of commission of 1% of Net Profits of the Company to Mr. Dwarika Prasad Tania, Non- Executive Chairman of the Company and based on the recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and the Board of Directors at their meeting held on May 16, 2025, recommends to the shareholders for the payment of commission at a rate of 1% of the net profit of the Company computed as per Section 197, 198 of Companies Act, 2013 for the financial year 2025-26 to Mr. Dwarika Prasad Tania, Non- Executive Chairman of the Company. However, in view of best corporate governance practices, the Board of Directors has fixed a ceiling of ₹2 crores on the aforesaid payment to Mr. Dwarika Prasad Tania, Non- Executive Chairman of the Company, subject to the approval of shareholders in the 45<sup>th</sup> Annual General Meeting of the Company.

In addition to the aforesaid payment of commission, Mr. Dwarika Prasad Tania, Non-Executive Chairman of the Company will be entitled to the fees payable for attending meetings of the Board/ Committee thereof and reimbursement of expenses incurred by him in performance of his duties including travelling and other out-of-pocket expenses as may be incurred from time to time.

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") dated May 9, 2018, approval of shareholders by way of Special Resolution needs to be obtained every year, if 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 Tania, Non-Executive Chairman of the Company may exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the Financial Year 2025-26. Hence approval of shareholders by way of Special Resolution is sought for.

The wide experience, knowledge, expertise of Mr. Dwarika Prasad Tania in the functional areas such as business strategy, growth strategy, business development, corporate governance, risk management has always been instrumental and beneficial to the Company. His active involvement in decision-making process and valuable contribution in day to day business affairs of the Company have been instrumental in achieving the goals of the Company and helps in maintaining its strong position in the industry.

Save and except Mr. Dwarika Prasad Tania, Mr. Atul Tania, and Mr. Vaibhav Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives, in any way, is concerned or interested, financially or otherwise, in the special resolution in the Special Resolution as set out at Item No. 9 of the Notice.

The Board of Directors of the Company are of the opinion that aforesaid ceiling of ₹2 crore on the commission payable to Mr. Dwarika Prasad Tania is in the best interest of the Company and accordingly

recommends the resolution as set out at Item No. 9 for approval of the Members by Special Resolution. The recommendation by the Board of Directors is also in terms of Regulation 17(6)(a) of Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India) is given in Annexure – A.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is annexed as Annexure-B.

#### Item No. 10

As per Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect.

Mr. Kashi Prasad Khandelwal, an Independent Director has been associated with company since May 23, 2017. He was re-appointed as an Independent Director of the Company for the 2<sup>nd</sup> term of 5 (Five) consecutive years by the members of the Company from the commencement of 42<sup>nd</sup> Annual General Meeting to the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company, now member's approval is sought for continuation of directorship of Mr. Kashi Prasad Khandelwal as a Non- Executive Independent Director who would attain the age of 75 years on March 4, 2026.

Mr. Khandelwal being an experienced professional has been valuable to our Company's Board and has advised positively for the betterment of the Company. The Board at its meeting held on May 16, 2025 has approved continuation of directorship of Mr. Kashi Prasad Khandelwal as a Non- Executive Independent Director, on the recommendation of Nomination & Remuneration Committee. Accordingly, consent of the members is sought for passing a Special Resolution as set out at item No. 10 of the Notice.

Save and except Mr. Kashi Prasad Khandelwal, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 10 of the Notice.

The Board of Directors of the Company are of the opinion that aforesaid continuation of directorship of Mr. Kashi Prasad Khandelwal, Independent Director of the Company is in the best interests of the Company and accordingly recommends the resolution as set out at Item No. 10 for approval of the Members as Special Resolution.

Details pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India) is given in Annexure – A.

#### Item No. 11

The Board of Directors of the Company (the "Board") based on the recommendations of Nomination and Remuneration Committee has appointed Mr. Hari Modi (DIN: 00801413) as an Additional Director (Category: Independent Director) of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years with effect from May 16, 2025 to May 15, 2030 subject to the approval of the Members of the Company.

The Company has in terms of Section 160(1) of the Act, received a notice in writing from a member of the Company proposing the

candidature of Mr. Hari Modi as a Non-Executive Independent Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of ₹1,00,000 is not applicable.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company, and prepared the description of the role and capabilities required in the person proposed to be appointed as Independent Director of the Company.

The Company has received from Mr. Modi (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Modi has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Modi fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Mr. Modi will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Save and except Mr. Hari Modi, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 11 of the Notice.

Considering the experience of Mr. Modi, the Board of Directors is of the opinion that it would be in the best interest of the Company to appoint him as an Independent Director for a period of ~five consecutive years with effect from May 16, 2025 to May 15, 2030 subject to the approval of the shareholders of the Company and accordingly recommends the resolution as set out at Item No. 11 for approval of the Members as a Special Resolution.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure-A to this Notice.

## REQUEST TO MEMBERS

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at [gil.cosec@gptgroup.co.in](mailto:gil.cosec@gptgroup.co.in) so as the same may be attended appropriately.

**For and on behalf of the Board  
For GPT Infraprojects Limited**

Date: May 16, 2025

Place: Kolkata

**Registered Office: -**

GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106, West Bengal, India

**Sonam Lakhotia**







Company Secretary and Compliance Officer

M. No. A41358



## Annexure – A

Details of directors seeking re-appointment/appointment in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India is given below:

Director & Designation	Mr. Dwarika Prasad Tantia, Non-Executive Chairman	Mr. Atul Tantia, Executive Director & CFO	Mr. Vaibhav Tantia, Director & COO	Mr. Amrit Jyoti Tantia, Director (Projects)	Kashi Prasad Khandelwal, Independent Director	Hari Modi, Independent Director
Photograph						
DIN	00001341	00001238	00001345	05336986	00748523	00801413
Date of Birth and Age	May 27, 1954 70 Years	March 16, 1980 45 Years	May 18, 1981 43 years	July 4, 1991 33 years	March 4, 1951 74 years	December 4, 1968 56 years
Date of first Appointment on the Board	May 15, 2004	February 27, 2004	August 13, 2012	May 17, 2024	May 23, 2017	May 16, 2025
Qualifications	He is a graduate from University of Calcutta	He holds his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA and Bachelor of Science degree in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA.	He holds his Bachelor degree of Science in Economics with concentration in Finance from the Wharton School and Bachelor degree of Science in Civil Engineering from the University of Pennsylvania, USA	He is a graduate (Marketing Management) from St. Xavier's College and Masters in (Management, Organisations and Governance) from London School of Economics & Political Science, London.	He holds a Bachelor's degree in Commerce and in Law from Calcutta University. He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and holds a certificate on Information System Audit and Computerised Accounting and Auditing Techniques Training Certificate from ICAI	He is a graduate from University of Calcutta and is a qualified member of Institute of Cost and Works Accountant of India (ICMAI)
Brief Resume, Experience and Expertise	Mr. Dwarika Prasad Tantia is the Non-Executive Chairman and Promoter of the Company. He has more than 50 years of business experience. He pioneered the Company's entry into the sleeper business and its eventual foray into international markets. As a Group Founder & Chairman, Mr. Dwarika Prasad Tantia sets the overall direction and vision of the Company's businesses, projects and also its CSR initiatives. He is the Honorary Consul of Republic of Ghana in Kolkata.	Mr. Atul Tantia has over 20 years of experience in manufacturing, infrastructure, finance, accounts, banking and investor relations.	After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructuring. He has a work experience of more than 20 years in the infrastructure execution and civil engineering division of the Company.	Amrit Jyoti Tantia worked as the Vice President (Projects) of the Company and has over a decade of experience in the infrastructure industry. At present he is a Director (Projects) of the Company and is responsible for monitoring key projects being executed by the Company.	Mr. Kashi Prasad Khandelwal is an Independent Director of our Company. He has been associated with our Company since May 23, 2017. Mr. Kashi Prasad Khandelwal, a fellow member of The Institute of Chartered Accountants of India has an experience of more than 45 years of work as a Practicing Chartered Accountant. He is a proprietor of the firm K. Khandelwal & Co., Chartered Accountants. His area of expertise includes accounting, auditing, taxation and corporate laws and governance.	Mr. Hari Modi is a member of Institute of Cost and Works Accountant of India with background of costing related matter. He also holds wide experience of working as a financial analyst for trading in stock market and further owns a stock broking firm and Company.

Director & Designation	Mr. Dwarika Prasad Tantia, Non-Executive Chairman	Mr. Atul Tantia, Executive Director & CFO	Mr. Vaibhav Tantia, Director & COO	Mr. Amrit Jyoti Tantia, Director (Projects)	Kashi Prasad Khandelwal, Independent Director	Hari Modi, Independent Director
Terms and conditions of appointment/reappointment	As per the proposed resolution	As per the proposed resolution	As per the proposed resolution	As per the proposed resolution	Continuation of Directorship of Mr. Kashi Prasad Khandelwal as a Non-Executive Independent Director of the Company on completion of 75 years of age.	As per the proposed resolution
Details of remuneration sought to be paid	He will be entitled to sitting fees and commission at a rate of 1% (One percent) of the net profits of the Company as per Section 198 of Companies Act, 2013 for the financial year 2025-26 upto a maximum of ₹2 crore.	As appearing in the proposed resolution under item no. 6 of the notice.	As appearing in the proposed resolution under item no. 7 of the notice.	As appearing in the proposed resolution under item no. 8 of the notice.	No Remuneration is paid only sitting fees to be paid	No Remuneration is paid only sitting fees to be paid
Shareholding in GPT Infraprojects Limited	26,00,000 equity shares	20,00,000 equity shares	20,00,000 equity shares	24,00,000 equity shares	Nil	Nil
Disclosure of relationship between directors inter-se	Mr. Dwarika Prasad Tantia is the father of Mr. Atul Tantia, Executive Director & CFO and Mr. Vaibhav Tantia, Director & COO of the Company.	Mr. Atul Tantia is the son of Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company and brother of Mr. Vaibhav Tantia, Director & COO of the Company.	Mr. Vaibhav Tantia is the son of Mr. Dwarika Prasad Tantia, Chairman of the Company and brother of Mr. Atul Tantia, Executive Director & CFO of the Company.	Mr. Amrit Jyoti Tantia is the son of Mr. Shree Gopal Tantia, Managing Director of the Company	Nil	Nil
Directorship held in other Companies	<b>Indian Companies</b> 1. GPT Healthcare Limited 2. GPT Sons Private Limited <b>Foreign Companies</b> 1. GPT Concrete Products South Africa (Pty) Limited., South Africa	<b>Indian Companies</b> 1. GPT Castings Limited 2. Greenfield Alloys Private Limited <b>Foreign Companies</b> 1. GPT Concrete Products South Africa (Pty) Limited., South Africa 2. GPT Investments Private Limited, Mauritius 3. GPT Transnamib Concrete Sleepers (Pty) Limited, Namibia 4. RMS GPT Ghana Limited, Ghana	<b>Indian Companies</b> 1. Jogbani highway Private Limited	<b>Indian Companies</b> 1. Jogbani highway Private Limited 2. GPT Estate Private Limited	<b>Indian Companies</b> 1. LIC Housing Finance Limited 2. GPT Healthcare Limited 3. Kiran Vyapar Limited 4. Maharaja Shree Umaid Mills Limited 5. Cygnet Industries Limited 6. Fusion CX Limited	<b>Indian Companies</b> 1. GPT Healthcare Limited 2. Lyons Range Share Broking Private Limited 3. Dashing Finnacial Services Private Limited 4. Ivory Agro Foods Private Limited. 5. Lavender Arch Foods Private Limited

Director & Designation	Mr. Dwarika Prasad Tania, Non-Executive Chairman	Mr. Atul Tania, Executive Director & CFO	Mr. Vaibhav Tania, Director & COO	Mr. Amrit Jyoti Tania, Director (Projects)	Kashi Prasad Khandelwal, Independent Director	Hari Modi, Independent Director
Details of Membership/ Chairmanship	Nil	Nil	Nil	Nil	<b>Chairmanship (Audit Committee)</b> 1. Kiran Vyapar Limited 2. LIC Housing Finance Limited 3. Fusion CX Limited <b>Membership</b> <b>-(Audit Committee)</b> 1. Maharaja Shree Umaid Mills Limited 2. Cygnet Industries Limited 3. GPT Healthcare Limited <b>-(Stakeholders Relationship Committee)</b> 1. LIC Housing Finance Limited	<b>Chairmanship</b> 1.GPT Healthcare Limited-Stakeholders Relationship Committee
Remuneration last drawn in FY 2024-25	₹126.50 lakh (commission and sitting fees)	₹181.55 lakh	₹181.55 lakh	₹123.80 lakh	₹8 lakh (sitting fees)	Not Applicable
Name of the listed entity form which the person has resigned in past 3 years	Nil	Nil	Nil	Nil	Nil	Nil
Number of meetings of Board attended during the year	4	6	5	4	6	Nil (appointed w.e.f. May 16, 2025)

## Note:

- Only Audit and Stakeholders Relationship has been considered for membership and chairmanship of the committee.
- For any other details related to the above directors, please refer to the corporate governance report which is a part of this Annual Report.
- Nomination and Remuneration Committee while considering the re-appointment of Director have verified and confirmed from them that they are not debarred from holding the office as a Director pursuant to any SEBI order or any other such authority. Accordingly, we hereby affirm that None of the Directors, being reappointed above, is not debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

## Annexure-B

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Companies Act, 2013 is as follows:

- the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- the Company has not committed any default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditor;
- Special Resolution for payment of the remuneration for a period not exceeding three years forms part of this Notice convening the 45<sup>th</sup> Annual General Meeting of the Company;
- Statement containing specified information is set out hereunder:

### I. GENERAL INFORMATION

Nature of industry	GPT Infraprojects Limited business is divided primarily into two divisions:				
	<div><div>i.</div><div>The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure.</div></div> <div><div>ii.</div><div>The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.</div></div>				
Date or expected date of commencement of commercial production	Existing Company, already commenced its business from 1982				
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
Financial performance based on given indicators Foreign investments or collaborators, if any	(₹ In Lakh, except per share data)				
Particulars	Standalone		Consolidated		
	2024-25	2023-24	2024-25	2023-24	
Total Income	1,17,429.61	1,00,983.64	1,19,429.76	1,01,828.38	
Total Expense	1,01,783.28	88,191.64	1,05,254.77	89,723.81	
Earning before Interest, Tax and Depreciation	15,646.33	12,792.00	14,174.99	12,764.49	
Less: Interest and Depreciation	4,051.51	4,600.10	4,345.74	4,852.92	
Profit before Tax for the year	11,594.82	8,191.90	9,737.53	7,823.57	
Less: Income Tax for the year	2,742.66	2,117.63	2,336.31	2,259.93	
Profit for the year	8,852.16	6,074.27	7,401.22	5,563.64	
Add: Other comprehensive Income	(18.70)	(20.23)	64.34	(1,188.44)	
Net Profit/(Loss) for the year	8,833.46	6,054.04	7,465.56	4,375.20	
Earnings per Share Basic and Diluted	7.24	5.22	6.55	4.97	
Foreign investments or collaborators, if any	The Company has 3 foreign Subsidiaries and 1 Associate, as follows:				
	<div><div>1)</div><div>GPT Concrete Products South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company.</div></div> <div><div>2)</div><div>GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company.</div></div> <div><div>3)</div><div>RMS GPT Ghana Limited (Subsidiary): GPT Infraprojects Limited had invested in 43,70,952 Equity shares of GHS 1 each of the Company i.e. 60% of the shares are held by the Company.  The Company has also invested in 3,28,50,000 Redeemable Preference Shares of GHS 1 each of the Company.</div></div> <div><div>4)</div><div>GPT Transnamib Concrete Sleepers Pty. Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.</div></div>				



## II. INFORMATION ABOUT THE APPOINTEE

Name of the Appointee	Atul Tantia	Vaibhav Tantia	Amrit Jyoti Tantia
Background details	Mr. Atul Tantia aged 45 years holds his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA and Bachelor of Science degree in in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He has over 20 years of experience in manufacturing, infrastructure, finance, accounts, banking and investor relations.	Mr. Vaibhav Tantia aged 43 years holds his Bachelor degree of Science in Economics with concentration in Finance from the Wharton School and B.S. in Civil Engineering from the University of Pennsylvania, USA. After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructurings. He has the work experience of more than 20 years in the infrastructure execution and civil engineering division of the Company.	Mr. Amrit Jyoti Tantia, aged 33 years, is a Whole-Time Director designated as Director (Projects) of the Company. Earlier he was the Vice President (Projects) of the Company. He holds a Bachelor degree in Commerce (Marketing Management) from St. Xavier's College and a Master's Degree in Science (Management, Organizations and Governance) from London School of Economics and Political Science, London. Mr. Amrit Jyoti Tantia has over a decade of experience in the infrastructure industry. He is responsible for monitoring key projects being executed by the Company.
Past remuneration	₹181.55 lakh	₹181.55 lakh	₹123.80 lakh
Recognition or awards	None	None	None
Job profile and his suitability	As the Executive Director & CFO of the Company, Mr. Atul Tantia was already responsible for the overall working/operations of the Company. He has a work experience of about two decades in the infrastructure Industry and has been instrumental in making strategic decisions for the Company.  Accordingly, Mr. Atul Tantia, with his knowledge, qualification, expertise and experiences is best suited for the said position of Executive Director & CFO of the Company.	As the Director & COO of the Company, Mr. Vaibhav Tantia has a work experience of about two decades in the infrastructure execution and civil engineering division of the Company.  Accordingly, Mr. Vaibhav Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Director & COO of the Company.	Mr. Amrit Jyoti Tantia has over a decade of experience in the infrastructure industry. As a Director (Projects) of the Company, he is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution.  Accordingly, Mr. Amrit Jyoti Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Director (Projects) of the Company.
Remuneration proposed	As appearing in the proposed resolution under item no. 6 of the notice.	As appearing in the proposed resolution under item no. 7 of the notice.	As appearing in the proposed resolution under item no. 8 of the notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Atul Tantia commensurate with the remuneration paid to a Whole-time Director of the said profile in the same industry and size of the Company.	The proposed remuneration payable to Mr. Vaibhav Tantia commensurate with the remuneration paid to a Whole-time Director of the said profile in the same industry and size of the Company.	The proposed remuneration payable to Mr. Amrit Jyoti Tantia commensurate with the remuneration paid to a Whole-time Director of the said profile in respect to the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, or any Director, if any	Other than receiving remuneration and dividend on the shares held by him, Executive Director & CFO, Mr. Atul Tantia is not entitled to receive any other payment from the Company. Mr. Atul Tantia is the son of Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company and brother of Mr. Vaibhav Tantia, Director & COO of the Company.	Other than receiving remuneration and dividend on the shares held by him, Director & COO, Mr. Vaibhav Tantia is not entitled to receive any other payment from the Company. Mr. Vaibhav Tantia is the son of Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company and brother of Mr. Atul Tantia, Executive Director & CFO of the Company.	Other than receiving remuneration and dividend on the shares held by him, Director (Projects), Mr. Amrit Jyoti Tantia is not entitled to receive any other payment from the Company. Mr. Amrit Jyoti Tantia is the son of Mr. Shree Gopal Tantia, Managing Director of the Company.

### III. OTHER INFORMATION

Reasons of loss or inadequate profits	The proposed remuneration is within the limits provided in Section 197 of the Companies Act, 2013. Reference to Schedule V, loss or inadequacy of profit disclosure thereunder are taken as a precautionary measure.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

### IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2024-25:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

This explanatory statement may also be regarded as disclosure under the Listing Regulations.

## Annexure-C

### TDS instructions on dividend distribution

Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. The above referred Final Dividend will be paid after deducting the tax at source as follows:

1. TDS rate may vary depending on the residential status of the shareholder and the documents submitted to and accepted by the Company under the provisions of the Act.
2. As per section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at higher rates as prescribed under the Act. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking validity of PANs / inoperative PANs.
3. Shareholders holding physical securities are requested to note that SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders, holding securities in physical form, whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details, Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety to Registrar and Transfer Agent.

4. The TDS for various categories of shareholders along with required documents are provided in Tables 1 and 2 below:

**Table 1: Resident Shareholders**

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any resident shareholder	10%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agent – MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (in case of shares held in physical mode).  <b>No deduction of taxes in the following cases –</b> <ul style="list-style-type: none"> <li>If dividend income to a resident Individual shareholder during FY 2025-26 does not exceed ₹10,000.</li> <li>If the shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.</li> </ul>
Resident individuals submitting Form 15G/ 15H	Nil	Shareholders providing Form 15G (applicable to Resident individuals below 60 years) / Form 15H (applicable to a Resident Individual aged 60 years or more) - on fulfilment of prescribed conditions.  Note - All fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law.
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	Nil	Documentary evidence that the provisions of section 194 of the Act are not applicable.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income.	Nil	Documentary evidence that the person is covered under section 196 of the Act.
Mutual Funds	Nil	Documentary evidence that the person is covered under section 196 of the Act.
Business Trust	Nil	Documentary evidence that the provisions of section 194 of the Act are not applicable.
Alternative Investment fund	Nil	Documentary evidence that the person is covered by Notification No. 51/2015 dated June 25, 2015.
Recognized Provident funds/ Approved Superannuation fund/ Approved Gratuity Fund	Nil	Documentary evidence that the person is covered by Circular No. 18/2017 dated May 29, 2017.
New Pension System Trust	Nil	Documentary evidence that the person is covered under 197A(1E) of the Act.
Other resident shareholders without registration of PAN or having Invalid PAN or an inoperative PAN (PAN & Aadhaar not linked)	20%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents -MUFG Intime India Private Limited (formerly Link Intime India Private Limited) (in case of shares held in physical mode).

**Notes:**

- Recording of the valid Permanent Account Number (PAN) for the registered Folio /DP Id /Client Id is mandatory. In absence of a valid PAN, the tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- Transferring credit to the beneficial owner - As per Rule 37BA, in the case where the dividend is received in the hands of one person but is assessable in the hands of other person, the tax may be deducted in the name of such other person if the first-mentioned person provides a declaration as prescribed in this regard. The aforesaid declaration shall contain (i) name, address, PAN, and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person. We request you to provide any such details latest by Thursday, July 31, 2025.

**Table 2: Non-Resident Shareholders**

Category of shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any Non-resident shareholder, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% / Tax Treaty rate whichever is lower (increased by surcharge and cess wherever applicable)	<p>Non-resident shareholders may opt for a tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the company:</p> <ul style="list-style-type: none"> <li>Self-attested copy of Tax Residency Certificate (TRC) (of FY 2025-26 or calendar year 2025), valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident</li> <li>Self-declaration in Form 10F executed in electronic mode from Income tax portal.</li> <li>Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2025-26 or calendar year 2025)</li> </ul> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. Further, please provide a copy of the <b>PAN Card</b>, if registered with the Indian tax authorities.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

**Submission of Tax-related documents:**

**For All Shareholders: -**

The aforesaid documents such as Form 15G/15H, 10F, TRC or other documents under sections 196, 197A, 199, etc. can be uploaded on the link: <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>, on or before Thursday, July 31, 2025, upto 05.00 pm (IST), to enable the Company to determine the appropriate TDS / withholding tax rate applicable. No communication/documents on the tax determination / deduction shall be considered post Thursday, July 31, 2025, 05.00 pm (IST). In the event, the Shareholders would like to submit the aforesaid documents such as Form 15G/ 15H in physical mode, the same may be submitted to the Registrar & Transfer Agent of the Company i.e., MUFG Intime India Private Limited, Unit: GPT Infracore Limited, Rasoi Court, 5<sup>th</sup> floor 20, Sir R N Mukherjee Road, Kolkata - 700001. The e-mail communication in this regard to RTA or Company shall not be considered.

Updation of PAN, Bank Account Details, Signature, Mobile Number, Email Id, registered postal Address and other details:

All the shareholders are requested to update their PAN, KYC, Bank account details, Signature, Mobile Number, E-mail ID, postal address, residential status, category and other details with their relevant depositories through their depository participants, if the shareholding is in demat form.

In case you are holding shares in physical form, you may submit Form ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 along with supporting documents with the Company's RTA viz., MUFG Intime India Pvt Ltd (formerly Link Intime India Private Limited) at Unit: GPT Infracore Limited, Rasoi Court, 5<sup>th</sup> floor 20, Sir R N Mukherjee Road, Kolkata - 700001. The Shareholders are requested to go through the web link of RTA <https://web.in.mpms.mufig.com/KYC-downloads.html> to download Forms, on this page select the KYC tab or visit Company's website <https://gptinfra.in/share-holder-information/#Downloads> to download Forms.

[in.mpms.mufig.com/KYC-downloads.html](https://web.in.mpms.mufig.com/KYC-downloads.html) to download Forms, on this page select the KYC tab or visit Company's website <https://gptinfra.in/share-holder-information/#Downloads> to download Forms.

**General Notes:**

- Tax rates that are applicable to shareholders depend upon their residential status and classification. All shareholders are thereby requested to update the residential status and category in their respective Demat accounts if the shareholding is in Demat form or with Company's RTA, if the shareholding is held in physical form, as may be applicable before the Record date.
- Application of any exemption from TDS/ lower / beneficial rate of tax is subject to submission of the requisite & valid documents with RTA before the record date and also verification of the submitted documents by the Company. If the documents submitted by the shareholder are found incomplete or ambiguous, exemption/ lower/ beneficial rate of tax shall not be applied. Shareholders have option to claim refund of excess tax deducted from their respective tax authorities in case the Company had deducted tax at source at higher rate due to non-submission/incomplete submission of documents with the RTA. No claim shall lie against the Company for such taxes deducted.
- If Form 15G/H is already submitted for a particular financial year, revised form is to be shared in case of change in estimated total Income or Dividend Income. In case revised form is not provided by the shareholder, the Company shall determine the TDS amount based on estimated total income and Dividend Income specified in the latest Form available with the Company.

- IV. In case the requisite documents are submitted by the shareholders through his/her registered email, the company has full right to demand for the original documents and the shareholders undertakes to abide by such request. Documents received by Registered Post or from registered e-mail ID will only be accepted.
- V. The Company shall arrange to e-mail the soft copy of TDS certificate to a Shareholders on receipt of request at gil.cosec@gptgroup.co.in for tax deducted at source as per the prescribed law at your registered email id. The tax credit can also be viewed in Form 26AS with your login credentials at TRACES or e-filing income tax department website in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in/iec/foservices/#!/login>
- VI. In case dividend income is assessable in the hands of a person other than the registered shareholder as on the record date, the registered shareholder shall furnish a declaration, to the satisfaction of RTA / Company, containing the name, address, and valid PAN of the person to whom the tax credit is to be given along with reasons for giving credit to such person. In case the PAN provided as above is Invalid, tax credit shall continue to be given to registered shareholder.
- VII. In case of joint shareholders, the shareholder named first in the Register of Members shall furnish the requisite documents for claiming any beneficial tax rate applicability.
- VIII. Shareholders holding shares under multiple accounts under different status/categories and single PAN may note that higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts
- IX. Reporting of dividend paid under Statement of Financial Transactions (SFT):
  - We.f. April 01, 2021, dividend paid by a company is a reportable transaction under SFT.
  - Accordingly, the shareholder's details such as name, PAN, registered address, email Id., dividend amount would be reported under SFT.
- X. Shareholders can contact Company for any query related to dividend on gil.cosec@gptgroup.co.in