

GPTINFRA/CS/SE/2025-26

September 24, 2025

**The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Scrip Code - 533761**

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

Dear Sir/Madam

Sub: Outcome of Board Meeting held on September 24, 2025:

Ref.: Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”):

With reference to the captioned subject and in accordance with Regulation 30 read with Schedule III of SEBI [Listings Obligations and Disclosures Requirements] Regulations, 2015, We would like to inform you that the meeting of Board of Directors of the Company was duly convened and held on Wednesday, September 24, 2025, inter alia considered and approved the following matters amongst others:

1. Took note of unfortunate, untimely and sad demise of Late Shri Dwarika Prasad Tantia, Non-Executive Chairman of the Company;
2. Adoption of new set of Memorandum of Association of the Company as per The Companies Act, 2013 subject to approval of the shareholders of the Company;
3. Adoption of set of Articles of Association of the Company as per The Companies Act, 2013 subject to approval of the shareholders of the Company;
4. The appointment of Dr. Om Tantia (DIN:00001342), Promoter as an Additional Non-Executive Director designated as Chairman of the Company, w.e.f. September 24, 2025 based on recommendation of Nomination and Remuneration Committee and approval of Audit Committee;
5. The change in designation and elevation of Mr. Atul Tantia (DIN:00001238) from Executive Director & CFO of the Company to Joint Managing Director & CFO of the Company, subject to approval of the shareholders of the Company based on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee;
6. Consequent to the change in directorate of the Company, the Board of Directors have also re-constituted the Corporate Social Responsibility Committee with the following members:

Corporate Social Responsibility Committee:

Sl. No.	Name of the Members	Designation
1	Dr. Om Tantia	Chairman
2	Mr. Shree Gopal Tantia	Member
3	Mr. Arun Kumar Dokania	Member

7. Approved Postal Ballot Notice dated September 24, 2025 for seeking approval of Members of the Company for the following matters:
- i. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
 - ii. Adoption of set of Articles of Association of the Company as per Companies Act, 2013.
 - iii. Appointment of Dr. Om Tantia (DIN:00001342), Promoter as a Non-Executive Director designated as Chairman of the Company who was appointed as an additional director at the Board Meeting held on September 24, 2025.
 - iv. Change in designation of Mr. Atul Tantia (DIN:00001238) from Executive Director & CFO of the Company to Joint Managing Director & CFO of the Company.

The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as Annexure-A, Annexure-B and Annexure- C to this outcome.

The Board Meeting commenced at 3:00 P.M. and concluded at 3:30 P.M.

We request you to kindly take the same on records. This is for your information and records.

For GPT Infraprojects Limited

Sonam Lakhotia
Company Secretary and Compliance Officer
M. No.: A41358

Encl: A/a

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Annexure-A

Brief Details with respect to Adoption of Memorandum Association (“MOA”) of the Company:

Sl. No.	Particulars	Details
1.	Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013	<p>The Board of Directors of the Company at its Meeting held today on September 24, 2025 approved the adoption of new set of Memorandum of Association (‘MOA’) in place of existing Memorandum of Association of the Company which was adopted in line with the requirements under the Companies Act, 1956 prevalent at the time of incorporation of the Company. Now, with a view to align with the format prescribed under the Companies Act, 2013, the existing MOA has been substituted and replaced with a new MOA.</p> <p>A summary of the key changes made in the MOA is detailed below:</p> <ul style="list-style-type: none"> • The title of the Clause III (A) be and is hereby amended from “The main objects to be pursued by the Company on its incorporation are” to “Main objects to be pursued by the company on its incorporation are:” with no changes in the existing sub-clauses numbered 1 to 2. • The title of the Clause III (B) be and is hereby amended from “The objects incidental or ancillary to the attainment of the above Main Objects are” to “Matters which are necessary for furtherance of the objects specified in clause III (A) are:” • The sub clauses numbered 36 to 69 are inserted under the title Clause III (B) after existing sub clause no. 35 which was previously mentioned under III.C. of the MOA. • The existing Clause III.C. i.e. “The other objects for which the Company is established are:” containing sub clause numbered 1 to 34, be and is hereby stand deleted in full. • The existing Clause IV stands deleted and replaced by new Clause IV i.e. “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

		<ul style="list-style-type: none"> The existing Clause V stands deleted and replaced by new Clause V i.e., “The Authorised Share Capital of the Company is ₹1,30,00,00,000 (Rupees One Hundred Thirty Crores only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs.10 each with powers to increase and reduce the Capital for the time being into several classes and to attach thereto such preferential special rights, privileges or conditions as may be thought fit and according to the provisions of the Companies Act, 2013 for the time being with power to divide the share capital into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of Association of the Company for the time being.”
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Annexure-B

Brief Details with respect to Adoption of Articles of Association (“AOA”) of the Company:

Sl. No.	Particulars	Details
1.	Adoption of set of Articles of Association (“AOA”) of the Company as per The Companies Act, 2013	<p>The Board of Directors of the Company at its Meeting held today on September 24, 2025 approved adoption of new set of Articles of Association (‘AOA’) in place of existing Articles of Association of the Company.</p> <p>Reasons for the changes in AOA is detailed below:</p> <ul style="list-style-type: none"> The new AOA has been restructured and aligned with the recent changes made in the provisions of the Act and its Rules, the Revised Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws; No regulations contained in Table ‘F’ in the Schedule I to the Companies Act, 2013, shall apply to this Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act. The regulations for the management of the Company and for the observance of the Members thereof and their representatives, shall subject to any exercise of the statutory powers of the

		<p>Company with reference to the deletion or alteration of, or addition to its regulation by Resolution, as prescribed by the Companies Act, 2013 as amended from time to time, be such as are contained in these Articles.</p> <ul style="list-style-type: none"> Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.
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Annexure-C

Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Appointment of Director and Change in designation of a Director

Sl. No.	Particulars	Dr. Om Tania, Promoter (DIN:00001342)	Mr. Atul Tania (DIN:00001238)
		Additional Non-Executive Director designated as Chairman of the Company.	Change in designation and elevation from Executive Director & CFO to Joint Managing Director & CFO of the Company.
1	Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment	Change in designation
2	Date of appointment/cessation (as applicable) & term of appointment.	<p>September 24, 2025</p> <p>Dr. Om Tania, Additional Non-Executive Director designated as Chairman of the Company, liable to retire by rotation shall be entitled to receive sitting fees for attending meetings of the Board or Committees as may be determined by the Board from time to time, as per terms of the appointment letter of Dr. Om Tania and he shall be entitled for reimbursement of various out of pocket expenses viz. traveling expenses incurred for the Business of the Company and attending the Board/Committee meetings of the Company and performing duties as</p>	<p>September 24, 2025</p> <p>Mr. Atul Tania, Joint Managing Director & CFO of the Company, liable to retire by rotation and shall be entitled to remuneration as per the employment agreement.</p>

		director of the Company as paid to other Non- Executive Directors of the Company.	
3	Brief profile (in case of appointment)	Dr. Om Tania has over 41 years of experience as a medical practitioner. He is a founding member of ILS Hospital. He is a Medical director and HOD of MABS department of ILS hospital, Kolkata. As a Group co-founder and promoter of the Company, he along with other Promoters provides visionary leadership, strategic direction, decision making and governance of the Company.	Mr. Atul Tania is a B.S. in Finance from Wharton School and B.S. in Systems Engineering from SEAS, University of Pennsylvania, USA. Mr. Atul Tania has over 20 years of experience in manufacturing, infrastructure, finance, accounts, banking, investor relations, Risk Management and Corporate Governance.
4	Disclosure of relationships between directors (in case of appointment of a director).	Not related to any Director/ KMP of the Company.	Mr. Atul Tania is the brother of Mr. Vaibhav Tania, Director & COO of the Company.
5	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Dr. Om Tania is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority.	Mr. Atul Tania is not debarred from accessing the capital markets and /or restrained from holding the position of Director in any company by virtue of any order of the Securities and Exchange Board of India or any other such authority.