



GPT INFRAPROJECTS LIMITED

CIN: L20103WB1980PLC032872

Regd. Office: GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700 106; West Bengal, India

Tel: +91-33-4050-7000

Email: gil.cosec@gptgroup.co.in

Visit us: www.gptinfra.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular No. 09/2024 dated September 19, 2024 and other relevant circulars issued in this regard by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members of the Company (as on the Cut-off Date) i.e. **Friday, September 19, 2025**, through postal ballot by way of remote e- voting process ("remote e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot ("Notice").

In accordance with the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, September 19, 2025** (the "Cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited (MIIPL) (Formerly Link Intime India Private Limited), the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged Services of MIIPL to provide remote e- voting facility to all its members to cast their votes electronically. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically which commences from **Sunday, September 28, 2025 at 09:00 A.M. (IST)** and concludes on **Monday, October 27, 2025 at 5:00 P.M. (IST)** (the last day to cast vote electronically). Shareholders desiring to exercise their votes are requested to carefully read the "Information and instruction relating to e-voting" provided in the Notes to this Notice.

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The details of Remote e-voting period are as under:

The e-voting period commences from Sunday, September 28, 2025 at 09.00 A.M. (IST) and concludes on Monday, October 27, 2025 at 5:00 P.M.(IST).

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Resolutions ('Resolutions') appended below in accordance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.gptinfra.in, website of MIIPL, the e-voting service provider (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com.

SPECIAL BUSINESS:**ITEM NO. 1****To Adopt new set of Memorandum of Association of the Company as per the Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any and subject to such other necessary statutory consent, approvals, permissions and modifications, if any required, consent of the members of the Company be and is hereby accorded to alter by way of modification, deletion and subsume, as the case maybe, the existing Memorandum of Association ("MOA") of the Company in terms of Schedule I of the Act, as per the following details and adoption thereof:

1. 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.
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:**"
3. The sub clauses numbered 36 to 69, be and are hereby inserted under the title Clause III (B) after existing sub clause no. 35 which was previously mentioned under III.C. of the MOA.
4. 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.
5. The existing Clause IV i.e. "The Liability of the members is limited" be and is hereby 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."
6. The existing Clause VI i.e., "The Authorised Share Capital of the Company is ₹1,30,00,00,000/- (Rupees One Hundred Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) equity shares of ₹10/- (Rupees Ten only) each with powers to increase, reduce and re-classify the Capital for the time being into several classes and to attach thereto such preferential special rights, privileges or conditions as may be thought fit and according to the provisions of the Companies Act, 2013 for the time being" be and is hereby 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 ₹10 (Rupees Ten only) 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."

"RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director & COO and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard including filing necessary forms, applications, affidavits, documents, papers, letters etc. with the statutory and regulatory authorities such as Ministry of Corporate Affairs, Registrar of Companies at any stage and incorporation of all amendments/ suggestions/ observations, if any made by such authority to the extend applicable, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

ITEM NO. 2

To Adopt set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 if any and subject to such other necessary statutory consent, approvals, permissions and modifications, if any required, consent of the members of the Company be and is hereby accorded for the adoption of set of Articles of Association of the Company in substitution, and to the entire exclusions of the clauses of the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director & COO and Mrs. Sonam Lakhota, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard including filing necessary forms, applications, affidavits, documents, papers, letters etc. with the statutory and regulatory authorities such as Ministry of Corporate Affairs, Registrar of Companies at any stage and incorporation of all amendments/ suggestions/ observations, if any made by such authority to the extend applicable, without seeking any further approval/consent of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution."

ITEM NO. 3

To appoint Dr. Om Tantia (DIN:00001342), Promoter as a Non-Executive Director designated as Chairman of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and other applicable law, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and Board of Directors of the Company and pursuant to the provisions of the Articles of Association of the Company, Dr. Om Tantia (DIN:00001342), promoter who was appointed as an Additional Non-Executive Director designated as Chairman of the Company w.e.f. September 24, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as a Non-Executive Director designated as Chairman, liable to retire by rotation."

"RESOLVED FURTHER THAT Dr. Om Tantia (DIN:00001342), so appointed 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 the terms of the appointment letter of Dr. Om Tantia and he shall also be entitled for reimbursement of various out of pocket expenses viz. traveling expenses etc. incurred for the Business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non-Executive Directors of the Company."

"RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director & COO and Mrs. Sonam Lakhota, Company Secretary & 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, expedient or desirable for giving effect to the aforesaid resolution including but not limited to making the necessary applications, filing forms with the Registrar of Companies."

ITEM NO. 4**To change the designation and elevate Mr. Atul Tantia (DIN:00001238) from Executive Director & CFO of the Company to Joint Managing Director & CFO of the Company**

“RESOLVED THAT pursuant to the provisions of Section 196,197,198,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules made thereunder, Regulation 17 and other applicable Regulations 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) pursuant to the recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and Board of Directors and relevant provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to change the designation and elevate Mr. Atul Tantia (DIN: 00001238), Executive Director & CFO to Joint Managing Director & CFO of the Company w.e.f. September 24, 2025, who shall be liable to retire by rotation and the employment agreement entered into between the Company and Mr. Atul Tantia, which agreement also is hereby approved, for the remaining tenure of his present term of appointment as a Joint Managing Director & CFO of the Company till July 31, 2027.”

“RESOLVED FURTHER THAT the remuneration of Mr. Atul Tantia (DIN: 00001238), Joint Managing Director & CFO of the Company shall remain unchanged.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as existing shall be paid as minimum remuneration to Mr. Atul Tantia, Joint Managing Director & CFO where in any financial year during his tenure, the Company has no profits or its profits are inadequate.”

“RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Director & COO and Mrs. Sonam Lakhota, Company Secretary & 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, expedient or desirable for giving effect to the aforesaid resolution including but not limited to making the necessary applications, filing forms with the Registrar of Companies.”

By Order of the Board of Directors

Place: Kolkata
Date: September 24, 2025

Sonam Lakhota
Company Secretary & Compliance Officer
M. No.: A41358

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700106, West Bengal, India
Website: www.gptinfra.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith. 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 provided as Annexure-A to the Notice.
2. General instructions to the Members participating in the Postal Ballot through remote e-voting facility In compliance with Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, read with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular 09/2024 dated September 19, 2024 issued by MCA read with other relevant circulars issued in this regard and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by Securities and

Exchange Board of India (hereinafter collectively referred to as "the Circulars") or any further amendment or modification thereof from time to time, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MIIPL (Insta Vote), Registrar and Transfer agent of the Company (RTA) to provide e-voting facility.

3. In compliance with the Circulars, the Notice of the Postal Ballot is sent by electronic mode to the members on their registered e-mail Id with the Depositories / RTA. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. Member may note that the Notice of Postal Ballot will also be available on the Company's website www.gptinfra.in, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting service provider, MIIPL (Insta Vote), Registrar and Transfer Agent of the Company at <https://instavote.linkintime.co.in>.
5. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com with a copy marked to gil.cosec@gptgroup.co.in.
6. The Company has fixed **Friday, September 19, 2025 as the 'Cut- off Date'** for the purpose of remote e-voting. The voting rights of members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members of the Company and/or in the List of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to cast their vote through remote e-voting.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to avail the facility of remote e-voting during the Postal Ballot Process. Members would be able to cast their votes and convey their assent and dissent to the proposed resolutions only through the remote e-voting process. A person who is not a Member as on the Cut- off Date should treat this Notice for information purposes only.
8. As the Notice of the Postal Ballot is being sent only by e-mail to the Members, whose e-mail addresses are registered with the Company / Depositories. Members, whose e-mail address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive electronic copy of the notice of the postal ballot can send their request to the Company on gil.cosec@gptgroup.co.in.
9. The voting period begins from **09:00 A.M. (IST) Sunday, September 28, 2025** and ends at **05:00 P.M. (IST) on Monday, October 27, 2025**. During this period Members' of the Company, as on the cut-off date of **Friday, September 19, 2025** may cast their vote electronically. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently. The e-voting module shall be disabled by MIIPL for voting thereafter.
10. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at kolkata@in.mpms.mufg.com along with the copy of the share certificate (front and back), self- attested copy of the PAN card and such other documents as prescribed in the Form. It shall be mandatory for all holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.
11. Members may please note that SEBI vide its Circular No. SEBI Master circular no. SEBI/HO/MIRSD/POD- 1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; 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. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 / ISR – 5. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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 cut-off date.

13. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:

MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
Unit: GPT Infraprojects Limited
Rasoi Court, 5th floor, 20, Sir R N Mukherjee Road, Kolkata – 700001
Email: kolkata@in.mpms.mufg.com

14. Relevant documents as referred to in this Notice and Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection electronically from date of the circulation of this Notice up to the last date of remote e-voting. Members seeking to inspect such documents can send an e-mail request on gil.cosec@gptgroup.co.in.
15. Members may send their queries related to item(s) included in the Notice of Postal Ballot on the e-mail gil.cosec@gptgroup.co.in. from their registered e-mail address, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number.
16. Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. F2699, CP No.2948) has been appointed as the Scrutinizer to scrutinize the e-voting process i.e., vote casted through remote e-voting, in a fair and transparent manner. The Scrutinizer's decision on the validity of the vote shall be final. Scrutinizer will submit his report to the Chairman or any other person so authorized by him. After completion of the scrutiny of the votes cast by the remote e-voting facility, the results of postal ballot will be declared within two working days from the end of remote e-voting period by placing it, along with the scrutinizer's report, on the Company's website gil.cosec@gptgroup.co.in, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The said results shall also be available on the website of e-Voting service provider i.e., MIPL at <https://instavote.linkintime.co.in>.
17. The Resolutions as set out in the Notice, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Monday, October 27, 2025**.
18. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
19. 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 or alternatively you can also write to our RTA, MIPL at kolkata@in.mpms.mufg.com.
20. Grievances connected with 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.

21. Remote E-Voting Instructions:

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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".

- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) 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.

Shareholders not registered for IDeAS facility:

- a) 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>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) 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.
- e) 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 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- e) 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.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdsliindia.com/myeasitoken/Home/Login> or www.cdsliindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit 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
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

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.
- Post successful authentication, 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.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

Insta Vote
USER ID

NSDL
CDSL
Shares held in physical form

User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) AND 8 DIGIT CLIENT ID (e.g. 12345678).
User ID is Event No + Folio no. registered with the Company
User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. 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.

Insta Vote USER ID

NSDL
CDSL
Shares held in physical form

User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) AND 8 DIGIT CLIENT ID (EG. 12345678).
User ID is 16 Digit Beneficiary ID.
User ID is Event No + Folio no. registered with the Company

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

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

- o Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
- o Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

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.
- 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:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: 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 – Steps to cast vote for Resolutions through InstaVote

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.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.

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

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "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 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com 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 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.

General Instructions - Shareholders

- ❖ 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".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1:**

The existing Memorandum of Association (MOA) of the Company is based on the Companies Act, 1956 and some clauses in the existing MOA are no longer in conformity with the Companies Act, 2013 and hence, alteration and adoption of MOA is necessary to bring the existing MOA in line with the Companies Act, 2013.

The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of The Companies Act, 2013. Further members are requested to note that there is no change in the main objects of the Company. MOA is being amended and replaced only to bring the same in line with The Companies Act, 2013.

The Board at its meeting held on September 24, 2025 has adopted new set of Memorandum of Association of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Corporate Office of the Company during the office hours on any working day, except Sundays, between 10:00 a.m. to 5:00 p.m. till the closure of e-voting period.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the Company in substitution, and to the entire exclusions of the clauses of the existing Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of this Postal Ballot Notice.

The Board recommends the resolution as set out at Item No. 1 for approval of the Members as a Special Resolution.

Item No. 2

In the last 10 years there has been a lot of changes in the Companies Act, 2013 and its Rules along with several notifications, amendments, circulars issued by Ministry of Corporate Affairs and hence in order to align the existing Article of Association of the Company with all the previous and recent changes made in the company laws, rules & regulations, notifications & amendments and Revised Secretarial Standards as issued by ICSI, it is necessary to replace the existing Articles of Association (AOA) with a set of Articles of Association of the Company.

Several provisions of the Act allows the Company to do certain acts when authorized by Articles Of Association (AOA), or, which require the Company to do such acts in a prescribed manner unless AOA otherwise provides. Thus, in order to ensure the best possible legal compliances, it is considered expedient to substitute the existing AOA with a set of Articles of Association.

The Board at its meeting held on September 24, 2025 has adopted a set of Articles of Association in substitution to the existing AOA of the Company. A copy of the proposed set of Articles of Association of the Company would be available for inspection for the members at the Corporate Office of the Company during the office hours on any working day, except Sundays, between 10:00 a.m. to 5:00 p.m. till the closure of e-voting period.

In terms of Section 5 and 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration and adoption of new set of Article of Association of the Company in substitution, and to the entire exclusions of the regulations of the existing Articles of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in the resolution as set out at Item No. 2 of this Postal Ballot Notice

The Board recommends the resolution as set out at Item No. 2 for approval of the Members as a Special Resolution.

Item No. 3

The Board of Directors of the Company based on the recommendations of Nomination and Remuneration Committee, approval of Audit Committee and Board of Directors on September 24, 2025 and subject to the approval of the Members of the Company has appointed Dr. Om Tantia (DIN:00001342), one of the Promoter as an Additional Non-Executive Director designated as Chairman of the Company w.e.f. September 24, 2025 who shall be liable to retire by rotation.

Dr. Om Tantia (DIN:00001342), 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 and as per the terms of the appointment letter of Dr. Om Tantia including reimbursement of various out of pocket expenses viz traveling expenses etc incurred for the Business of the Company and attending the Board/Committee meetings of the Company for performing duties as director of the Company as paid to other Non- Executive Directors of the Company.

Dr. Om Tantia is one among the Promoter of the Company. He is the Managing Director of the GPT Healthcare Limited, a group company of GPT Infraprojects Limited. As one of the promoters of the Company and GPT Group, he has been associated with the group for more than 25 years.

Dr. Om Tantia holds a degree of Bachelor of Medicine and Bachelor of Surgery from the University of North Bengal and a degree of Master of Surgery in general surgery from the Sawai Man Singh Medical College, Jaipur, University of Rajasthan. He has been honored with several achievements and awards in the Medical field. He has been recognized as a surgeon of excellence by Surgical Review Corporation, USA. He was a past president of Association of the Minimal Access Surgeons of India. He holds an honorary professorship bestowed by the Indian Medical Association. He is also a Fellow Member of the Association of Surgeons of India (FAIS) in general surgery.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company and concluded that the appointment of Dr. Om Tantia as a Non-Executive Director designated as Chairman of the Company will contribute significantly to the strategic direction, decision making and governance of the Company and will be beneficial for the growth and development of the Company's business operations.

Dr. Om Tantia has given his consent to act as a Non-Executive Director designated as Chairman in writing in Form DIR-2 and disclosure in Form DIR-8 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013. He further confirmed he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Further 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 Dr. Om Tantia (DIN:00001342) as a Non-Executive Director designated as Chairman 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.

Further considering the long term association of Dr. Om Tantia with the GPT Group, the Board of Directors is of the opinion that Dr. Om Tantia possesses appropriate skills, experience and knowledge required for discharge of his duties as a Non-Executive Director designated as Chairman of the Company and hence his appointment as Non-Executive Director designated as Chairman is justified in terms of Secretarial Standards on General Meeting (SS-2). Thus, it would be in the best interest of the Company to appoint him as a Non-Executive Director designated as Chairman of the Company subject to the approval of the shareholders of the Company and accordingly recommends the resolution as set out at Item No. 3 for approval of the Members as a Special Resolution.

Save and except Dr. Om Tantia, 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. 3 of this Postal Ballot Notice.

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.

ITEM NO. 4

The Board of Directors of the Company based on the recommendations of Nomination and Remuneration Committee, approval of Audit Committee and Board of Directors on September 24, 2025 and subject to the approval of the Members of the Company, has approved the change in designation and elevation of Mr. Atul Tantia (DIN: 00001238) from Executive Director & CFO to Joint Managing Director & CFO of the Company w.e.f. September 24, 2025. He shall be liable to retire by rotation.

Mr. Atul Tantia (DIN:00001238) is currently holding the position of Executive Director & CFO of the Company and has been associated with the Company as an Executive Director & CFO for more than last 20 years. In his current employment as an Executive Director & CFO of the Company he has expertise in the area of manufacturing, infrastructure, finance, accounts, banking, compliance, Investor relations, Risk Management and Corporate Governance.

Mr. Atul Tantia holds 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.

Mr. Atul Tantia has provided his consent to be appointed as Joint Managing Director & CFO and confirmed that he is not disqualified from being a Managing Director & CFO under Section 164(2) read with Schedule V of the Companies Act 2013 and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

The Nomination and Remuneration Committee has re-evaluated the balance of skills, knowledge and experience on the Board of the Company and concluded that that the proposed elevation of Mr. Atul Tantia as Joint Managing Director & CFO on the Board will be beneficial for the growth and development of the Company's business operations.

The existing Salary along with all the perquisites and allowances so payable to him as an Executive Director & CFO of the Company will continue to be paid to him post his elevation to Joint Managing Director & CFO of the Company.

The Board of Directors is of the opinion that change in designation and elevation of Mr. Atul Tantia from Executive Director & CFO to Joint Managing Director & CFO of the Company subject to the approval of the shareholders will be desirable, beneficial and in the best interest of the Company and accordingly recommends the resolution as set out at Item No. 4 for approval of the Members as a 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 Tantia and Mr. Vaibhav Tantia, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at item No. 4 of this Postal Ballot Notice.

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. The details as per Schedule V of the Act are provided in Annexure-B forming part of this Notice.

Copy of employment agreement entered into between the Company and Mr. Atul Tantia, setting out the remuneration and terms and conditions of employment shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to gil.cosec@gptgroup.co.in.

By Order of the Board of Directors

Sonam Lakhota
Company Secretary & Compliance Officer
M. No.: A41358

Place: Kolkata
Date: September 24, 2025

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700106, West Bengal, India
Website: www.gptinfra.in

Annexure-A

Details of directors seeking re-appointment/appointment/change in designation in Postal Ballot vide item no. 3 & 4 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:

Name of the Director	Dr. Om Tantia, Non-Executive Director designated as Chairman	Mr. Atul Tantia, Joint Managing Director & CFO
Photograph		
DIN	00001342	00001238
Date of Birth and Age	June 5, 1957; 68 years	March 16, 1980; 45 Years
Date of first Appointment on the Board	September 24, 2025	February 27, 2004
Qualifications	He is a MBBS from University of North Bengal and MS in general Surgery from Sawai Man Singh Medical College, Jaipur, University of Rajasthan.	He is a B.S. in Finance from Wharton School and B.S. in Systems Engineering from SEAS, University of Pennsylvania, USA.
Brief Resume, Experience and Expertise	Dr. Om Tantia 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 Tantia has over 20 years of experience in manufacturing, infrastructure, finance, accounts, banking, investor relations, Risk Management and Corporate Governance.
Terms and conditions of appointment/reappointment	Dr. Om Tantia, Non-Executive Director Chairman, liable to retire by rotation shall not be entitled to any remuneration except sitting fees for attending meetings of the Board or Committees thereof and reimbursement of various out of pocket expenses viz. traveling expenses etc. incurred for the business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non-Executive Directors of the Company.	Mr. Atul Tantia, Joint Managing Director & CFO of the Company is liable to retire by rotation and shall be entitled to remuneration as per the employment agreement entered between him and the Company.

GPT INFRAPROJECTS LIMITED

Details of remuneration sought to be paid	<p>Dr. Om Tantia, Non-Executive Director Chairman, liable to retire by rotation shall be entitled to sitting fees for attending meetings of the Board or Committees thereof and reimbursement of various out of pocket expenses viz. traveling expenses etc. incurred for the business of the Company and attending the Board/Committee meetings of the Company and performing duties as director of the Company as paid to other Non-Executive Directors of the Company.</p>	<ol style="list-style-type: none"> 1. Salary: ₹ 16,50,000 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: <ol style="list-style-type: none"> a. Group Mediclaim 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.
Shareholding in GPT Infraprojects Limited	26,00,000 equity shares	20,00,000 equity shares
Disclosure of relationship between directors inter-se	Not Applicable	Mr. Atul Tantia is the brother of Mr. Vaibhav Tantia, Director & COO of the Company.
Directorship held in other Companies	<p>INDIAN:</p> <ol style="list-style-type: none"> 1. GPT Healthcare Limited 2. GPT Sons Private Limited 	<p>Indian Companies:</p> <ol style="list-style-type: none"> 1. GPT Infraprojects Limited 2. GPT Castings Limited 3. Greenfield Alloys Private Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> 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

Details of Membership/Chairmanship*	Nil	Nil
Remuneration last drawn in FY 2024-25	Not Applicable	₹181.55 Lakhs
Name of the listed entity from which the person has resigned in past 3 years	Nil	Nil
Number of meetings of Board attended during the year	Not Applicable	3
Skills and capabilities required for the role and manner in which the proposed person meets the requirements.	<p>Dr. Om Tantia possess the skills/expertise and competencies in the followings:</p> <ol style="list-style-type: none"> 1. leadership qualities with in-depth knowledge in general management. 2. Corporate Matters, Governance, Companies Act and other listing Regulations. 3. Interpersonal relations, human resource management, communication, corporate social responsibility. 	<p>Mr. Atul Tantia possess the skills/expertise and competencies in the followings:</p> <ol style="list-style-type: none"> 1. leadership qualities with in-depth knowledge in general management. 2. In the field of taxation, audit, financial management, banking insurance & investments, treasury, fund raising and controls. 3. Corporate Matters, Governance, Companies Act and other listing Regulations, 4. Infrastructure and Railways in India and International Projects. 5. Interpersonal relations, human resource management, communication, corporate social responsibility.

* The Companies in which the Director holds position of Director and is a member of that Company's Audit Committee/Stakeholders Relationship Committee is taken into consideration. Companies include listed as well as unlisted entities.

Annexure-B

Details pursuant to Schedule V to the Companies Act, 2013 are as follows:

I. GENERAL INFORMATION	
Nature of industry	<p>GPT Infraprojects Limited business is divided primarily into two divisions:</p> <ol style="list-style-type: none"> i. 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. ii. 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.
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	119429.76	101828.38
	Total Expense	1,01,783.28	88,191.64	105254.77	89723.81
	Earning before Interest, Tax and Depreciation	15,646.33	12,792	14174.99	12764.49
	Less: Interest and Depreciation	4,051.51	4,600.1	4345.74	4852.92
	Profit before Tax for the year	11,594.82	8,191.90	9737.53	7823.57
	Less: Income Tax for the year	2,742.66	2,117.63	2336.31	2259.93
	Profit for the year	8852.16	6074.27	7401.22	5563.64
Foreign investments or collaborators, if any	Add: Other comprehensive Income	(18.70)	(20.23)	64.34	(1188.44)
	Net Profit/(Loss) for the year	8833.46	6054.04	7465.56	4375.20
	Earnings per Share Basic and Diluted	7.24	5.22	6.55	4.97
	The Company has 3 foreign Subsidiaries and 1 Associate, as follows:				
<p>1) 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.</p> <p>2) 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.</p> <p>3) 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.</p> <p>The Company has also invested in 3,28,50,000 Redeemable Preference Shares of GHS 1 each of the Company.</p> <p>4) 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.</p>					
II. INFORMATION ABOUT THE APPOINTEE					
Name of the Appointee	Mr. Atul Tantia				
Background details	Mr. Atul Tantia aged about 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.				
Past remuneration	181.55 lakhs				
Recognition or awards	None				

Job profile and his suitability	<p>As an 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.</p> <p>Now considering his knowledge, qualification, expertise and experiences the said elevation of Mr. Atul Tantia to Joint Managing Director & CFO of the Company is in the best interest of the Company.</p>
Remuneration proposed	<ol style="list-style-type: none"> 1. Salary: ₹ 16,50,000 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: <ol style="list-style-type: none"> a. Group Mediclaim 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.
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 Joint Managing Director & CFO of the said profile in 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	<p>Other than receiving remuneration and dividend on the shares held by him, Mr. Atul Tantia is not entitled to receive any other payment from the Company.</p> <p>Mr. Atul Tantia is the brother of Mr. Vaibhav Tantia, Director & COO of the Company.</p>
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	Not Applicable
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.