

GPTINFRA/CS/SE/2025-26

August 7, 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, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Scrip ID - GPTINFRA

Dear Sir/Madam

Subject: Submission of Proceedings of 45th Annual General Meeting of the Company:

In continuation to our earlier letter July 12, 2025, we wish to inform you that the 45th Annual General Meeting ('AGM/Meeting') of the Company was held on **Thursday, August 7, 2025** at **3.00 P.M. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA), circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the business(es) mentioned in the Notice dated May 16, 2025 for convening the Meeting ('Notice'), were duly transacted.

In this regard, please find enclosed the summary of proceedings as required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as **Annexure-A**.

The meeting commenced at **03:00 P.M.(IST)** and concluded at **04:19 P.M.(IST)** (including the time allowed for e-voting at the AGM).

Kindly take the aforesaid information on record and oblige.

Thanking You,

Yours sincerely,

For GPT Infraprojects Limited

Atul Tantia
Executive Director & CFO
DIN:00001238

Enclosed: A/a

CC:

1. National Securities Depository Limited, Trade World, A Wing, 4th Floor, Kamala Mills Compound, Senpati Bapat Marg, Lower Parel, Mumbai - 400 013
2. Central Depository Services (India) Ltd, Marathon Futurex, A Wing, 25th Floor, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel, Mumbai - 400 013

The 45th Annual General Meeting ('AGM/Meeting') of the members of GPT Infraprojects Limited (the 'Company') was held today i.e., **Thursday, August 7, 2025** at **3.00 P.M. (IST)** by way of Video Conferencing/Other Audio-Visual Means ('VC/OAVM') in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA), circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the business(es) mentioned in the Notice dated May 16, 2025 for convening the Meeting ('Notice'), were duly transacted.

The meeting commenced at **03:00 P.M.(IST)** and concluded at **04:19 P.M.(IST)** (including the time allowed for e-voting at the AGM).

Mr. D P Tantia, Chairman of the Company took the chair for the 45th AGM of the Company as per the provision of Article 65 of the Articles of Association of the Company.

Before commencing the proceedings, Mr. Atul Tantia, Executive Director & CFO of the Company, extended a warm welcome to all the members attending the meeting through VC/OAVM and thereafter, introduced the Board of Directors and Key Managerial Personnel of the Company. The following Directors and Key Managerial Personnel were present through Video Conference from their respective locations:

| SNO | Name of the Directors/KMPs | Designation |
|-----|-----------------------------|--|
| 1 | Mr. Dwarika Prasad Tantia | Non-Executive Chairman |
| 2 | Mr. Shree Gopal Tantia | Managing Director |
| 3 | Atul Tantia | Executive Director & CFO |
| 4 | Mr. Vaibhav Tantia | Director & COO |
| 5 | Mr. Amrit Jyoti Tantia | Director (Projects) |
| 6 | Mr. Kashi Prasad Khandelwal | Independent Director and Chairman of Audit Committee |
| 7 | Mr. Aditya Kumar Mittal | Independent Director and Chairman of Nomination and Remuneration Committee |
| 8 | Mr. Hari Modi | Independent Director and Chairman of the Stakeholders Relationship Committee |
| 9 | Mr. Arun Kumar Dokania | Independent Director |

Mr. Shankar Jyoti Deb, Independent Director and Mrs. Rashmi Bihani, Independent Director could not attend the meeting due to some unavoidable reasons and Mrs. Sonam Lakhota, Company Secretary and Compliance Officer could not attend due to medical reasons.

All the other directors and key managerial personnel were present through VC/OAVM.

Further, the representatives of Statutory Auditors, Secretarial Auditors and the Scrutinizer for the meeting were also present at the meeting.

As per the records of attendance, 86 members attended the Meeting. Mr. Atul Tantia confirmed to the Chairman that the requisite quorum is present to proceed with the meeting.

Mr. Atul Tantia further briefed the members on the general instructions relating to their participation at the Meeting and also, that the Company had taken all feasible efforts for conducting this AGM in a smooth manner to enable participation and voting through electronic mode.

It was also informed that as stated in the notes set out in the Notice, the statutory registers required under the Act were available electronically for inspection by the members during the AGM by sending request(s) as per the guidelines stated in the Notice.

With the consent of the members present at the Meeting, the Notice along with the Annual Audited Financial Statements with Directors' and Auditors' Report for the year ended March 31, 2025 as sent to the members through electronic mode and available on the Company's website, were taken as read. It was confirmed that the Auditors' Report does not contain any qualifications/modified opinion or adverse remarks.

Then, the chairman speech was delivered. Post conclusion of the Chairman's speech, the business items as stated in the Notice were transacted one by one.

The members were further informed that in compliance with the Act, the Company had provided the remote e-voting facility before and during the AGM, to the members determined as on the Record (Cut Off) Date i.e. Thursday, July 31, 2025, to cast vote electronically on all the resolutions set forth in the Notice. The remote e-voting period before the date of AGM commenced on Monday, August 4, 2025 (at 9.00 A.M. IST) and ended on Wednesday, August 6, 2025 (at 5.00 P.M. IST). Members, who did not cast their votes electronically earlier, were also permitted to cast their votes during the course of Meeting through the e-voting system provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) as detailed in the Notice.

In terms of the Notice, the following items of business were transacted at the Meeting:

| Sl. No. | Item of Businesses | Type of Resolution |
|--------------------------|--|---------------------|
| 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 Reports of Board of Directors and Auditors thereon. | Ordinary Resolution |
| 2. | To confirm payment of Interim Dividend of ₹ 2 (20%) per Equity Shares of face value of ₹10 each, and to declare Final Dividend of ₹1 per Equity Shares for the financial year 2024-25. | Ordinary Resolution |
| 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. | Ordinary Resolution |
| SPECIAL BUSINESS | | |
| 4. | Ratification of Remuneration of Cost Auditor of the Company. | Ordinary Resolution |
| 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. | Ordinary Resolution |
| 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. | Special Resolution |

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|-----|--|--------------------|
| 7. | Variation in the terms and conditions of employment of Mr. Vaibhav Tantia, as Whole Time Director designated as Director & COO of the Company. | Special Resolution |
| 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. | Special Resolution |
| 9. | Payment of Commission to Mr. Dwarika Prasad Tantia, Non - Executive Chairman of the Company. | Special Resolution |
| 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. | Special Resolution |
| 11. | Appointment of Mr. Hari Modi as a Non -Executive Independent Director. | Special Resolution |

The members were given an opportunity to speak at the meeting who had registered themselves as the speaker as per the procedure detailed in the Notice. Members, who had pre-registered themselves and conveyed their willingness to speak at the meeting, were sequentially invited to express their views or ask questions and seek clarification(s). Appropriate responses/clarifications were provided to the questions/queries raised by the members by the management of the Company.

Post the Question & Answer Session, then Mr. Atul Tantia, Executive Director & CFO extended his gratitude and appreciation to the members, Chairman, Board of Directors, Auditors, for their continued support and for attending and participating in the Meeting.

The e-voting facility was kept open for next 15 minutes post the conclusion of the proceedings to enable the members to cast their votes.

The Board of Directors had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS No. 2699, CP No. 2948) as the Scrutinizer to supervise the e-voting process in a fair and transparent manner.

It was further confirmed that the requisite quorum was present throughout the meeting.

The meeting was concluded with a vote of thanks to the Chair.

This is for your information and records.

For GPT Infraprojects Limited

**Atul Tantia
Executive Director & CFO
DIN:00001238**