

GPTINFRA/CS/SE/2025-26

October 29, 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,

**Subject: Submission of Scrutinizer Report and Voting Results of the Postal ballot
of GPT Infraprojects Limited**

In continuation to our letter dated September 26, 2025, regarding postal ballot notice issued to members seeking their approval in relation to the following Special Business:

Sl. No	Special Business:	
1	Special Resolution	Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.
2	Special Resolution	Adoption of set of Articles of Association of the Company as per the Companies Act, 2013.
3	Special Resolution	Appointment of Dr. Om Tantia, Promoter (DIN:00001342), as a Non-Executive Director designated as Chairman of the Company.
4	Special Resolution	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.

The remote e-voting process for the said postal ballot was concluded on October 27, 2025 at 5:00 P.M. IST, post which the Scrutinizer, Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS-2699/COP-2948) submitted his Report on Tuesday, October 28, 2025 on the voting results of the Postal Ballot. Based on the Report of the Scrutinizer, we hereby inform that the above resolutions are passed by the members with requisite majority and are deemed to have been passed on Monday, October 27, 2025, being the last date of e voting.

In this connection we are enclosing herewith the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended as Annexure A.

2. Report of the Scrutinizer dated October 29, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended as Annexure B.

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

Kindly take the aforesaid information on record and oblige.

For GPT Infraprojects Limited

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

Encl: A/a

General information about company

Scrip code	533761
NSE Symbol	GPTINFRA
MSEI Symbol	NOTLISTED
ISIN	INE390G01014
Name of the company	GPT INFRAPROJECTS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-10-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	ASHOK KUMAR DAGA
Firms Name	ASHOK KUMAR DAGA
Qualification	CS
Membership Number	2699
Date of Board Meeting in which appointed	24-09-2025
Date of Issuance of Report to the company	29-10-2025

Voting results	
Record date	19-09-2025
Total number of shareholders on record date	37654
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt new set of Memorandum of Association of the Company as per the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	87469242	85869242	98.1708	85869242	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87469242	85869242	98.1708	85869242	0	100
Public- Institutions	E-Voting	13473312	8640422	64.1299	8640422	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13473312	8640422	64.1299	8640422	0	100
Public- Non Institutions	E-Voting	25422046	11198	0.044	11044	154	98.6248	1.3752
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25422046	11198	0.044	11044	154	98.6248
Total		126364600	94520862	74.8001	94520708	154	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt set of Articles of Association of the Company as per Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	87469242	85869242	98.1708	85869242	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		87469242	85869242	98.1708	85869242	0	100
Public- Institutions	E-Voting	13473312	8640422	64.1299	597322	8043100	6.9131	93.0869
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13473312	8640422	64.1299	597322	8043100	6.9131
Public- Non Institutions	E-Voting	25422046	11198	0.044	11044	154	98.6248	1.3752
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		25422046	11198	0.044	11044	154	98.6248
Total		126364600	94520862	74.8001	86477608	8043254	91.4905	8.5095
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Details of Invalid Votes

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

Resolution(3)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				To appoint Dr. Om Tantia(DIN: 00001342), Promoter as a Non- Executive Director designated as Chairman of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	87469242	85869242	98.1708	85869242	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		87469242	85869242	98.1708	85869242	0	100	
Public- Institutions	E-Voting	13473312	8640422	64.1299	5741974	2898448	66.4548	33.5452	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		13473312	8640422	64.1299	5741974	2898448	66.4548	
Public- Non Institutions	E-Voting	25422046	11198	0.044	11044	154	98.6248	1.3752	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		25422046	11198	0.044	11044	154	98.6248	
Total							96.9334	3.0666	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution									

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	9000000
Public Institutions	0
Public - Non Institutions	0

Resolution(4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	87469242	85869242	98.1708	85869242	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	87469242	85869242	98.1708	85869242	0	100	0
Public- Institutions	E-Voting	13473312	8640422	64.1299	8640422	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	13473312	8640422	64.1299	8640422	0	100	0
Public- Non Institutions	E-Voting	25422046	11198	0.044	11044	154	98.6248	1.3752
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	25422046	11198	0.044	11044	154	98.6248	1.3752
Total		126364600	94520862	74.8001	94520708	154	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	8200000
Public Institutions	0
Public - Non Institutions	0



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

SCRUTINIZER'S REPORT

To

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

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

Dear Sir,

1. The Board of Directors of the Company at its meeting held on **24th September, 2025** had appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of MUFG Intime India Private Limited (MIIPL) (Formerly Link Intime India Private Limited), for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms, as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on **27th October, 2025** which was provided by MIIPL, I hereby submit my report as under:
 - 2.1 The Shareholders holding shares as on the cut-off date i.e., Friday, **19th September, 2025** were entitled to vote on the proposed resolutions (Item No. 1 to Item No. 4 as set out in the Notice of Postal Ballot of the Company.)
 - 2.2 The Voting through Postal Ballot via remote electronic voting (e-voting) commenced from Sunday, **28th September, 2025** (9:00 A.M. IST) and concluded on Monday, **27th October, 2025** (5:00 P.M. IST).
 - 2.3 The details of remote e-voting facility as provided by MUFG Intime India Private Limited (MIIPL) has been scrutinized by me for verification of votes cast in favour and against the resolution.
 - 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, e-voting system for voting was disabled.



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

- 2.5 The votes were unblocked at Kolkata on 27th October, 2025 at 5.15 p.m.
- 2.6 Since the members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report on the votes cast in favour or against the resolutions contained in the Notice of Postal Ballot. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the Postal Ballot dated 24th September, 2025.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 24th September, 2025 are as under:

RESOLUTION NO. 1: (Special Resolution)

To Adopt new set of Memorandum of Association of the Company as per the Companies Act, 2013:

“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.



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

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 V 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.”



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

“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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	96	96	94520708	94520708	100	74.80
DISSENT	8	8	154	154	0	0
INVALID	0	0	0	0	0	0
TOTAL	104	104	94520862	100	100	74.80

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated **24th September, 2025** has been approved and passed with requisite majority.

RESOLUTION NO. 2: (Special Resolution)

To Adopt set of Articles of Association of the Company:

“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



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	91	91	86477608	86477608	91.5	68.43
DISSENT	13	13	8043254	8043254	8.5	6.37
INVALID	0	0	0	0	0	0
TOTAL	104	104	94520862	94520862	100	74.80

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated **24th September, 2025** has been approved and passed with requisite majority.



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

RESOLUTION NO. 3: (Special Resolution)

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

“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 Lakhotia, 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.”



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	88	88	82622260	82622260	87.41	65.38
DISSENT	11	11	2898602	2898602	3.07	2.29
INVALID*	5	5	9000000	9000000	9.52	7.12
TOTAL	104	104	94520862	94520862	100	74.79

**The vote casted by Mr. Om Tantia , Mr. Anurag Tantia, Mrs. Aruna Tantia, Mr. Mridul Tantia and Mrs. Harshika Tantia in the aforesaid resolution are not considered as valid since they are considered as Interested as stated in the Notice of Postal Ballot. In view of the above, vote casted in respect of 9000000 shares is treated as Invalid for the purpose of passing of the Special Resolution.*

In view of the above scrutiny, I hereby certify that resolution no. 3 as set out in notice dated **24th September, 2025** has been approved and passed with requisite majority.

RESOLUTION NO. 4: (Special Resolution)

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



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

& 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 Lakhotia, 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.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	91	91	86320708	86320708	91.32	68.31
DISSENT	8	8	154	154	0	0
INVALID*	5	5	8200000	8200000	8.68	6.49
TOTAL	104	104	94520862	94520862	100	74.80

**The vote casted by Mr. Atul Tantia, Mr. Vaibhav Tantia, Mrs. Pramila Tantia, Mr. Dwarika Prasad Tantia and Mrs. Kriti Tantia in the aforesaid resolution are not considered as valid since they are considered as Interested as stated in the Notice of Postal Ballot. In view of the above, vote casted in respect of 8200000 shares is treated as Invalid for the purpose of passing of the Special Resolution.*



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

In view of the above scrutiny, I hereby certify that resolution no. 4 as set out in notice dated **24th** **September, 2025** has been approved and passed with requisite majority.

Thanking you.

ASHOK
KUMAR
DAGA

Digitally signed by
ASHOK KUMAR DAGA
Date: 2025.10.29
12:32:27 +05'30'

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

UDIN: F002699G001682124
Place: Kolkata
Date: 29.10.2025