



# GPT Infraprojects Limited

Regd. Office: GPT Centre, JC-25, Sector III, Salt Lake, Kolkata – 700 106, India CIN: L20103WB1980PLC032872  
Phone : +91-33-4050-7000, Email : info@gptgroup.co.in , Visit us: www.gptgroup.co.in

GPTINFRA/CS/SE/2024-25

July 31, 2024

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

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

Dear Sir/Madam,

**Sub: Submission of Scrutinizer Report and Voting Results of 44<sup>th</sup> Annual General Meeting of GPT Infraprojects Limited held on July 30, 2024.**

**Ref.: Scrip Code - 533761; NSE Symbol - GPTINFRA ISIN: INE390G01014**

Dear Sir,

In continuation to our letter dated July 30, 2024, we would like to inform you that the Scrutinizer Mr. Ashok Kumar Daga, (COP No. 2948), Practicing Company Secretary, Kolkata has submitted his report on Wednesday, July 31, 2024.

We are enclosing herewith the following:

- ❖ Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ Report of the Scrutinizer dated July 31, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Kindly take the information on record and oblige.

Thanking You

Yours sincerely

**For GPT Infraprojects Limited**

**Mohit Arora  
Company Secretary**

Encl . As Above

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**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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-07-2024
Start time of the meeting	3:00 PM
End time of the meeting	4:05 PM

### 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	17-05-2024
Date of Issuance of Report to the company	31-07-2024

### Voting results

Record date	23-07-2024
Total number of shareholders on record date	34915
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	8
b) Public	98
No. of resolution passed in the meeting	9
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended March 31, 2024 together with Reports of Board of Directors and Auditors thereon				
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	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public-Institutions	E-Voting	13338281	5743194	43.058	5743194	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5743194	43.058	5743194	0	100
Public- Non Institutions	E-Voting	15749467	80357	0.5102	80299	58	99.9278	0.0722
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	80299	58	99.9278
Total		116343988	93079791	80.004	93079733	58	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

## Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the payment of Interim Dividends on Equity Shares for the financial year 2023-24.				
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	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public-Institutions	E-Voting	13338281	5766400	43.232	5766400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	5766400	0	100
Public- Non Institutions	E-Voting	15749467	80357	0.5102	80299	58	99.9278	0.0722
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	80299	58	99.9278
Total		116343988	93102997	80.0239	93102939	58	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Resolution(3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Shree Gopal Tantia (DIN: 00001346), who retires by rotation and being eligible, offers himself for re-appointment				
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)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public-Institutions	E-Voting	13338281	5766400	43.232	3758712	2007688	65.183	34.817
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	3758712	2007688	65.183
Public- Non Institutions	E-Voting	15749467	80357	0.5102	78599	1758	97.8123	2.1877
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	78599	1758	97.8123
Total		116343988	93102997	80.0239	91093551	2009446	97.8417	2.1583
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Resolution(4)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the re-appointment of MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors 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	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	87256240	87256240	100	87256240	0	100	0
Public-Institutions	E-Voting	13338281	5766400	43.232	5766400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	13338281	5766400	43.232	5766400	0	100	0
Public- Non Institutions	E-Voting	15749467	80357	0.5102	78559	1798	97.7625	2.2375
	Poll							
	Postal Ballot (if applicable)							
	Total	15749467	80357	0.5102	78559	1798	97.7625	2.2375
Total		116343988	93102997	80.0239	93101199	1798	99.9981	0.0019
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Resolution(5)**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the Remuneration of Cost Auditors for the FY 2024-25				
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	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public- Institutions	E-Voting	13338281	5766400	43.232	5766400	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	5766400	0	100
Public- Non Institutions	E-Voting	15749467	80357	0.5102	78579	1778	97.7874	2.2126
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	78579	1778	97.7874
Total		116343988	93102997	80.0239	93101219	1778	99.9981	0.0019
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Resolution(6)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr. Shree Gopal Tantia as the Managing Director				
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)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public- Institutions	E-Voting	13338281	5766400	43.232	3750712	2015688	65.0443	34.9557
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	3750712	2015688	65.0443
Public- Non Institutions	E-Voting	15749467	80357	0.5102	80239	118	99.8532	0.1468
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	80239	118	99.8532
Total		116343988	93102997	80.0239	91087191	2015806	97.8349	2.1651
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Resolution(7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr. Atul Tantia as Whole-Time Director				
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)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public- Institutions	E-Voting	13338281	5766400	43.232	0	5766400	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	0	5766400	0
Public- Non Institutions	E-Voting	15749467	80357	0.5102	78519	1838	97.7127	2.2873
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	78519	1838	97.7127
Total		116343988	93102997	80.0239	87334759	5768238	93.8045	6.1955
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Resolution(8)**

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of Mr. Vaibhav Tantia as Whole-Time Director				
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)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	87256240	87256240	100	87256240	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	87256240	100	87256240	0	100
Public- Institutions	E-Voting	13338281	5766400	43.232	0	5766400	0	100
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	0	5766400	0
Public- Non Institutions	E-Voting	15749467	80357	0.5102	78557	1800	97.76	2.24
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80357	0.5102	78557	1800	97.76
Total		116343988	93102997	80.0239	87334797	5768200	93.8045	6.1955
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

### Resolution(9)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Payment of Commission to Mr. Dwarka Prasad Tania, Non - Executive 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	87256240	79856192	91.5192	79856192	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		87256240	79856192	91.5192	79856192	0	100
Public-Institutions	E-Voting	13338281	5766400	43.232	5758400	8000	99.8613	0.1387
	Poll							
	Postal Ballot (if applicable)							
	Total		13338281	5766400	43.232	5758400	8000	99.8613
Public- Non Institutions	E-Voting	15749467	80176	0.5091	78398	1778	97.7824	2.2176
	Poll							
	Postal Ballot (if applicable)							
	Total		15749467	80176	0.5091	78398	1778	97.7824
Total		116343988	85702768	73.6633	85692990	9778	99.9886	0.0114
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	



**Ashok Kumar Daga**

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

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E-mail : daga.ashok@gmail.com

## SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To  
The Chairman,  
44<sup>th</sup> Annual General Meeting of the Equity Shareholders  
GPT INFRAPROJECTS LIMITED  
GPT CENTRE, JC-25, SECTOR - III SALT LAKE  
KOLKATA WB 700106

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 44<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders Of GPT Infraprojects Limited held on Tuesday, 30<sup>th</sup> Day of July, 2024 at 3.00 p.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 17<sup>th</sup> May, 2024**

I, Ashok Kumar Daga, Practising Company Secretary having office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of GPT Infraprojects Limited held on Tuesday, 30<sup>th</sup> Day of July, 2024 at 3.00 p.m. submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by National Securities Depository Limited (NSDL).
2. The Shareholders holding shares as on the cut-off date i.e. 23<sup>rd</sup> July 2024 were entitled to vote on the proposed resolutions (Item No. 1 to 9) as set out in the Notice of 44<sup>th</sup> Annual General Meeting of the Company.



**Ashok Kumar Daga**

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

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E-mail : daga.ashok@gmail.com

3. The remote e-voting period commenced on 26<sup>th</sup>July 2024 from 9.00 AM and concluded on 29<sup>th</sup>July 2024 at 5.00 PM.
4. The votes were unblocked at Kolkata on 30<sup>th</sup>July, 2024 at 4.15 p.m.
5. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
6. Members have either voted electronically through remote e-voting or through VC/OAVM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. 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 AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 17<sup>th</sup>May, 2024 are as under:

**Item No.1:-**

To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended March 31, 2024 together with Reports of Board of Directors and Auditors thereon.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	189	9	198	93041561	38172	93079733	99.99	80.00
DISSENT	5	0	5	58	0	58	0.01	0.00
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>194</b>	<b>9</b>	<b>203</b>	<b>93041619</b>	<b>38172</b>	<b>93079791</b>	<b>100</b>	<b>80.00</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

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

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E-mail : daga.ashok@gmail.com

### **Item No.2**

To confirm the payment of Interim Dividends on Equity Shares for the financial year 2023-24.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	190	9	199	93064767	38172	93102939	99.99	80.00
DISSENT	5	0	5	58	0	58	0.01	0.00
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.00</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.

### **Item No.3**

To appoint a Director in place of Mr. Shree Gopal Tantia (DIN: 00001346), who retires by rotation and being eligible, offers himself for re-appointment.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	188	9	197	91055379	38172	91093551	97.84	78.30
DISSENT	7	0	7	2009446	0	2009446	2.16	1.73
INVALID	0	0	0	0	0	0	0	0
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.03</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

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

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Mobile : 09831036425, 09830236425  
E-mail : daga.ashok@gmail.com

#### **Item No.4**

##### **Appointment of Statutory Auditors**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendations of the Audit Committee and the Board, approval of the members be and is hereby accorded for re-appointment of M S K A & Associates, Chartered Accountants (Firm Registration No.105047W) as Joint Statutory Auditors of the Company for a further consecutive term of five years, from the conclusion of this Annual General Meeting till the Conclusion of 49<sup>th</sup> Annual General Meeting, at an annual remuneration/ fees of Rs 36,00,000/- (Rupees Thirty-Six Lakhs only) plus of out of pocket expenses and other outlay and taxes of M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the tenure of the auditors, as may be mutually agreed with the Statutory Auditors, M S K A & Associates, Chartered Accountants. M S K A & Associates, Chartered Accountants shall conduct the audit along Agarwal Lodha & Co, Chartered Accountants (Firm Registration No. 330395E), who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 48<sup>th</sup> Annual General Meeting of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company secretary of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	188	9	197	93063027	38172	93101199	99.99	80.00
DISSENT	7	0	7	1798	0	1798	0.01	0.00
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.00</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.



**Ashok Kumar Daga**

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

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### **Item No.5**

#### **Ratify the Remuneration of Cost Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs 60,000 (Rupees sixty thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to S.K. Sahu & Associates, Cost Accountants (Membership No. 28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2024-25 be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as maybe necessary, proper or expedient for giving effect to the aforesaid resolution.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	188	9	197	93063047	38172	93101219	99.99	80.00
DISSENT	7	0	7	1778	0	1778	0.01	0.00
INVALID	0	0	0	0	0	0	0.00	0.00
TOTAL	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.00</b>

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 5 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.

### **Item No.6**

#### **Reappointment of Mr. Shree Gopal Tantia as the Managing Director:**

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



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Practising Company Secretary

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“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals or permissions, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Shree Gopal Tantia (DIN 00001346), as the Managing Director of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. Salary: Rs 15,00,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of NRC from time to time, subject however to a ceiling of Rs 30,00,000/- per month as Basic Salary.

2. Perquisites:

- a. Mediclaim Group 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. Leave: As per the rules of the Company.
- e. Gratuity: As per the rules of the Company.
- f. Bonus: As per the rules of the Company.
- g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
- h. Company Car and Telephone: Use of Company’s Cars along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: From August 01, 2024 to July 31, 2027
- b. The terms of appointment may be terminated by either party by giving three months’ notice in writing.
- c. Mr. Shree Gopal Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

**RESOLVED FURTHER THAT** pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Shree Gopal Tantia, where in any financial year during the currency of tenure of Mr. Shree Gopal Tantia, the Company has no profits or its profits are inadequate.”



**Ashok Kumar Daga**

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“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Shree Gopal Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	186	9	195	91049019	38172	91087191	97.83	78.29
DISSENT	9	0	9	2015806	0	2015806	2.17	1.73
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.02</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 17<sup>th</sup>May, 2024 has been passed with requisite majority.

### **Item No.7**

#### **Reappointment of Mr. Atul Tantia as Whole-Time Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company



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and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Atul Tantia (DIN 00001238), as Whole Time Director designated as Executive Director & CFO of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: Rs 13,50,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of H28,00,000/- per month as Basic Salary.

2. Perquisites:

- a. Mediclaim Group 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. Leave: As per the rules of the Company.
- e. Gratuity: As per the rules of the Company.
- f. Bonus: As per the rules of the Company.
- g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
- h. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
- i. Company Car and Telephone: Use of Company’s Cars along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: From August 01, 2024 to July 31, 2027.
- b. The terms of appointment may be terminated by either party by giving three months’ notice in writing.
- c. Mr. Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Atul Tantia, where in any financial year during the currency of tenure of Mr. Atul Tantia, the Company has no profits or its profits are inadequate.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Atul Tantia in the light of further progress



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of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	168	9	177	87296587	38172	87334759	93.80	75.06
DISSENT	27	0	27	5768238	0	5768238	6.20	4.96
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>87872825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.02</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 7 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.

### **Item No.8**

#### **Reappointment of Mr. Vaibhav Tantia as Whole-Time Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr.



**Ashok Kumar Daga**

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Vaibhav Tantia(DIN 00001345), as Whole Time Director designated as Director & COO of the Company for a further period of three(3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: Rs13,50,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of Rs. 28,00,000/- per month as Basic Salary.

2. Perquisites:

- a. Mediclaim Group 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. Leave: As per the rules of the Company.
- e. Gratuity: As per the rules of the Company.
- f. Bonus: As per the rules of the Company.
- g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
- h. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
- i. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: from August 01, 2024 to July 31, 2027
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors"

**“RESOLVED FURTHER THAT** pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Vaibhav Tantia, where in any financial year during the currency of tenure of Mr. Vaibhav Tantia, the Company has no profits or its profits are inadequate.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Vaibhav Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”



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“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	168	9	177	87296625	38172	87334797	93.80	75.06
DISSENT	27	0	27	5768200	0	5768200	6.20	4.96
INVALID	0	0	0	0	0	0	0.00	0.00
<b>TOTAL</b>	<b>195</b>	<b>9</b>	<b>204</b>	<b>93064825</b>	<b>38172</b>	<b>93102997</b>	<b>100</b>	<b>80.02</b>

Based on aforesaid Results, Special Resolution Contained in Item no. 8 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.

### **Item No.9**

#### **Payment of Commission to Mr. Dwarika Prasad Tantia, Non -Executive Chairman of the Company:**

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

“**RESOLVED THAT** pursuant to Sections 197, 198 and Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, consent of the Company be and is hereby accorded to the payment of commission at a rate of 1% (One percent) of the net profits of the Company for the financial year 2024-25 to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceed fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2024-25)”



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“**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided/approved by the Board of Directors and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.”

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMO TE E- VOTING	E- VOTING AT AGM	TOTAL	REMO TE E- VOTING	E- VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	183	9	192	85654818	38172	85692990	92.04	73.65
DISSENT	8	0	8	9778	0	9778	0.01	0.00
INVALID*	3	0	3	7400048	0	7400048	7.95	6.36
<b>TOTAL</b>	<b>194</b>	<b>9</b>	<b>203</b>	<b>93064644</b>	<b>38172</b>	<b>93102816</b>	<b>100</b>	<b>80.01</b>

*\*Pursuant to SEBI Notification No. SEBI/LAD-RO/GN/2018/10 dated 9th May, 2018, effective from 1st April, 2019, the approval of shareholders by special resolution shall be obtained every year, in case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. The Commission payable to Mr. Dwarika Prasad Tantia, Chairman of the Company may exceed 50% of the total annual remuneration payable to all non-executive directors during the Financial Year 2024-25. Further the vote casted by Mr. Atul Tantia, Mr. Vaibhav Tantia & Mr. Dwarika Prasad Tantia in the aforesaid resolution shall not be taken as valid since they are Interested Parties as stated in the Notice of Annual General Meeting. In view of the above, vote casted in respect of 7400048 shares is treated as Invalid for the purpose of passing of the Special Resolution.*

Based on aforesaid Results, Special Resolution Contained in Item no. 9 of the Notice dated 17<sup>th</sup> May, 2024 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

**PLACE- KOLKATA**  
**DATE- 31.07.2024**  
**UDIN: F002699F000864923**

ASHOK  
KUMAR  
DAGA

Digitally signed by  
ASHOK KUMAR DAGA  
Date: 2024.07.31  
16:29:44 +05'30'

**ASHOK KUMAR DAGA**  
**(PRACTISING COMPANY SECRETARY)**  
**MEMBERSHIP NO. 2699**  
**COP NO. 2948**