

June 25, 2025

To,  
The Manager Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

Symbol: - GVPTECH      ISIN: INE382T01030

**SUB: SUBMISSION OF NOTICE of 13TH ANNUAL GENERAL MEETING OF THE COMPANY.**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 13th Annual General Meeting of the Members of the Company scheduled to be held on Friday, 18th day of July, 2025 at 04.00 P.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). The Notice and the Annual Report are also uploaded at the Company’s website at <https://gvpinfotech.com>.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For GVP Infotech Limited (Formerly Known As Fourth Dimension Solutions Limited)**

**Dhaval Mistry**  
**Director**  
**DIN: 03411290**

**Encl: As above**

**NOTICE**

**NOTICE** is hereby given that the 13th Annual General Meeting of the Members of GVP Infotech Limited will be held on Friday 18th July 2025 at 4.00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt audited standalone financial statements of the Company for the financial year ended on 31st March 2025 together with Director’s report and auditor’s report thereon and to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on 31st March 2025 comprising of Balance Sheet as on 31st March, 2025 and Statement of Profit & Loss and cash flow statement for the Financial year ended on 31st March, 2025 together with all annexure and attachment thereto including the Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted.”

2. To declare dividend recommended by Board of Directors at Rs. 0.15/- (7.5%) per equity share of Rs. 2/- each and to pass the following resolution as an **ORDINARY RESOLUTION:**

**RESOLVED THAT** the final dividend of Rs. 0.15/- (7.5%) per Equity Share of face value of Rs. 2/- each for the financial year ended 31st March 2025 as recommended by the Board of Directors at their meeting held on 26th May 2025 be and is hereby declared.”

3. To appoint a director in place of Ms. Neelu Manroopji Choudhary (DIN: 08205088), who retires by rotation and being eligible, offers herself for reappointment and to pass following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** the retiring Director, Ms. Neelu Manroopji Choudhary (DIN: 08205088), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS**

4. **To appoint Secretarial Auditor of the Company**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Chetan Patel & Associates, Practicing Company Secretaries (Firm Registration Number P2024GJ102000) be and is hereby appointed as Secretarial Auditor of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

5. **To re-appoint Shri Rajesh Ramnani (DIN: 00533679) as an Independent Director of the company.**

To consider and if thought fit to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, Shri Rajesh Ramnani (DIN: 00533679) an Independent Director of the company since the year 2020 whose term will complete on 04th December 2025, and who is acting as an independent Director has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to December 04th, 2030.

“**RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

6. **To re-appoint Shri Prawincharan Prafulcharan Dwary (DIN: 00091101) as an Independent Director of the company.**

To consider and if thought fit to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, Shri Prawincharan Prafulcharan Dwary (DIN: 00091101) an Independent Director of the company since the year 2020 whose term will complete on 04th December 2025, and who is acting as an independent Director has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to September 24th, 2030”.

**“RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**7. To approve re-appointment & remuneration of Mr. Rajesh Thakur (DIN: 08378490) as Managing Director of the Company:**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (as amended from time to time thereto), provisions of Listing Regulations and the Articles of Association of the Company, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the reappointment of Mr. Rajesh Thakur (DIN: 08378490) as Managing Director of the Company, for the period of Five years with effect from December 25, 2025 and to increase the basic salary payable to Mr. Rajesh Thakur (DIN:08378490) Managing Director up to Rs.6,00,000 (Rupees Six Lakhs Only) per annum for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in the financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 and/or Listing Regulations from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors/Committee be and are hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the overall limit of remuneration approved by the shareholders”.

**“RESOLVED FURTHER THAT** any Director of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

**8. Appointment of Mr. Ramchandra Dallaram Choudhary (DIN: DIN:00602062) as director to fill the casual vacancy arisen due to resignation of Mrs. Veena Pani Choudhary (DIN: 02384169).**

To consider and if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 161(4) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Ramchandra Dallaram Choudhary (DIN: DIN:00602062) who was appointed as a Director of the Company with effect from June 21, 2025, in the casual vacancy caused due to resignation of Mrs. Veena Pani Choudhary (DIN: 02384169) and who, in terms of Section 161(4) of the Companies Act, 2013, holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company and whose period of office shall be upto the period of office of Mrs. Veena Pani Choudhary (DIN: 02384169).

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**9. To approve remuneration of Mr. Dhaval Jitendra Kumar Mistry (DIN: 03411290) Non-Executive Director of company**

To consider and if thought fit to pass the following Resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198, read with Schedule V and other applicable provisions, of the Companies Act, 2013 (hereinafter referred to as the Act) read with allied Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded in accordance with the provisions of section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), to increase the basic salary payable to Mr. Dhaval Jitendra Kumar Mistry (DIN: 03411290) Non-Executive Director up to Rs.36,00,000 (Rupees Thirty Six Lakhs Only) per annum.

**RESOLVED FURTHER THAT** the Board of Directors/Committee be and are hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the overall limit of remuneration approved by the shareholders.

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable to give effect to the above resolution.”

Date: 21-06-2025  
Place: New Delhi

BY ORDER OF THE BOARD  
FOR GVP INFOTECH LIMITED

**Registered Office :**  
Office No. 710 Naurang House,  
KG Road, Connaught Place,  
New Delhi -110001.

Sd/-  
**RAJESH THAKUR**  
Managing Director  
(DIN: 08378490)

## NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at gvpinfotech.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on July 15th, 2025, at 09:00 A.M. and ends on July 17th, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 11, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 11, 2025.**





**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system****A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at

[evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [chetanpatelcs@gmail.com](mailto:chetanpatelcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs.tirupatisarjan@gmail.com](mailto:cs.tirupatisarjan@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs.tirupatisarjan@gmail.com](mailto:cs.tirupatisarjan@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-

voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@gvp.infotech.com](mailto:secretarial@gvp.infotech.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@gvpinfotech.com](mailto:secretarial@gvpinfotech.com). The same will be replied by the company suitably.

Date: 21-06-2025  
Place: New Delhi

**Registered Office :**  
Office No. 710 Naurang House,  
KG Road, Connaught Place,  
New Delhi -110001.

**BY ORDER OF THE BOARD  
FOR GVP INFOTECH LIMITED**

**Sd/-  
RAJESH THAKUR**  
Managing Director  
(DIN: 08378490)

**ANNEXURE TO NOTICE**  
**ANNEXURE-I**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying notice:

**ITEM NO. 4****To appoint Secretarial Auditors of the Company**

The Board at its meeting held on June 21, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Chetan Patel & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: P2024GJ102000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Chetan Patel & Associates is a well-known firm of Practicing Company Secretaries and renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Chetan Patel & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Chetan Patel & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ‘3,15,984/- (Rupees Three lakhs fifteen thousand nine hundred eighty-four only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Parikh & Associates.

In addition to the secretarial audit, Chetan Patel & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

**ITEM NO.5:****To re-appoint Shri Rajesh Ramnani (DIN: 00533679) as an Independent Director of the company.**

Mr. Rajesh Ramnani (DIN: 00533679) who was re-appointed as an Independent Director by the Board of Directors in their Board Meeting 21st June 2025 on the recommendation of Nomination & Remuneration Committee, Subject to the approval of members in their general meeting.

The Nomination & Remuneration Committee and Board of Directors recommended to re-appoint Mr. Rajesh Ramnani (DIN: 00533679) as based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board considers that continued association of Mr. Rajesh Ramnani (DIN: 00533679) as an Independent Director of the Company would be of immense benefit to the Company and it is desirable to continue availing services as an independent Director of the Company.

The Board has recommended to re-appoint Mr. Rajesh Ramnani (DIN: 00533679) as an Independent Director of the Company for a period of five (5) consecutive years effective from 05th December 2025 and would not be liable to retire by rotation.

In the opinion of the Board, Mr. Rajesh Ramnani (DIN: 00533679) fulfils the conditions specified under Section 149(6) read with schedule IV of the Companies Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations, 2015 for his appointment as an Independent director and is also independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Independent Director of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajesh Ramnani (DIN:00533679) for the office of Independent Director of the Company.

**Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director is as under:-**

Name of the Director	Rajesh Ramnani
Director Identification Number (DIN)	00533679
Date of birth	15-08-1968
Date of First appointment on the Board	05-12-2020
Brief Profile/Experience/ Expertise in specific functional areas	He is a Company Secretary with considerable experience in Company Secretarial Functions with 30 years of experience including experience in Corporate & Legal Affairs, Meetings & Reviews, Project Management, Finance and Banking operations Corporate Restructuring Administration, Strategic Planning, Insolvency & Bankruptcy Code. He is non-executive independent director in SMC credits limited.
Qualification	Company Secretary
Terms and conditions of appointment or reappointment	Re-appointed as Independent Director for a period of 5(five) years with effect from 05-12-2025.
Number of Meetings of Board attended during the year	10
Remuneration Last Drawn (₹)	NILL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NILL
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	4
Shareholding of the Company	NILL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	4
Person shall not be debarred from holding the Office of Director pursuant to any order	The Director confirms that he is not debarred from holding the office of Director pursuant to any SEBI order

**ITEM NO.6:**

**To re-appoint Shri Prawincharan Prafulcharan Dwary (DIN: 00091101) as an Independent Director of the company**

Mr. Prawincharan Prafulcharan Dwary (DIN:00091101) who was re-appointed as an Independent Director by the Board of Directors in their Board Meeting 21st June 2025 on the recommendation of Nomination & Remuneration Committee, Subject to the approval of members in their general meeting.

The Nomination & Remuneration Committee and Board of Directors recommended to re-appoint Mr. Prawincharan Prafulcharan Dwary (DIN:00091101) as based on performance evaluation & recommendation of Nomination & Remuneration Committee as above, the Board considers that continued association of Prawincharan Prafulcharan Dwary (DIN:00091101) as an Independent Director of the Company would be of immense benefit to the Company and it is desirable to continue availing services as an independent Director of the Company.

The Board has recommended to re-appoint Prawincharan Prafulcharan Dwary (DIN:00091101) as an Independent Director of the Company for a period of five (5) consecutive years effective from 24th September 2025 and would not be liable to retire by rotation

In the opinion of the Board, Prawincharan Prafulcharan Dwary (DIN:00091101) fulfils the conditions specified under Section 149(6) read with schedule IV of the Companies Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI(LODR) Regulations,2015 for his appointment as an independent director and is also independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Independent Director of the Company.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Prawincharan Prafulcharan Dwary (DIN:00091101) for the office of Independent Director of the Company.

**Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director is as under:**

Name of the Director	Prawincharan Prafulcharan Dwary
Director Identification Number (DIN)	00091101
Date of birth	01-01-1974
Date of First appointment on the Board	05-12-2020
Brief Profile/Experience/ Expertise in specific functional areas	He is a Company Secretary with considerable experience in Company Secretarial Functions with 25 years of experience in the areas of corporate laws, Insolvency laws, securities laws and compliances of Company law.
Qualification	Company Secretary
Terms and conditions of appointment or reappointment	Re-appointed as Independent Director for a period of 5(five) years with effect from 24-09-2025.
Number of Meetings of Board attended during the year	9
Remuneration Last Drawn (₹)	NILL
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NILL
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	2
Shareholding of the Company	NILL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	0
Person shall not be debarred from holding the Office of Director pursuant to any order	The Director confirms that he is not debarred from holding the office of Director pursuant to any SEBI order

**ITEM NO. 7:**

**To approve Re-Appointment & remuneration of Mr. Rajesh Thakur (DIN: 08378490) as Managing Director of the Company**

The Nomination & Remuneration Committee at its meeting held on 21st June, 2025 has recommended to the Board to re-appoint Mr. Rajesh Thakur (DIN: 08378490) as Managing Director of the Company, keeping in vast knowledge and varied experience will be of great value to the Company, Board considers that continued association of Mr. Rajesh Thakur (DIN: 08378490) would be of immense benefit to the Company and it is desirable to appoint him as an Managing Director of the Company.

The Board has recommended to re-appoint Mr. Rajesh Thakur (DIN: 08378490) as a Managing Director of the Company for a period of five (5) consecutive years effective December 25, 2025.

In the opinion of the Board, Mr. Rajesh Thakur (DIN: 08378490) fulfils the conditions specified under Section 196 read with schedule V of the Companies Act and rules. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Managing Director of the Company. The Company has received notice

in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajesh Thakur (DIN:08378490) for the office of Management Director of the Company.

**A brief profile of Mr. Rajesh Thakur (DIN: 08378490) is as under:**

Mr. Rajesh Thakur aged 46 years is MBA in finance; he is having vast experience in the field of finance and Business administration. Further he is not holding any shares in the Company, and he is also not holding any directorship in any listed entity.

**Tenure**

The appointment of Mr. Rajesh Thakur (DIN: 08378490) as the Managing Director shall be valid for a period of five years from 25/12/2025.

**Remuneration**

Salary: Up to Rs. 6,00,000 (Rupees Six lakhs) per annum

In the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Managing Director, he will be paid remuneration as minimum remuneration, subject to the terms in Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

None of the Directors or Key Managerial Personnel of the Company and any relatives of such director or Key Managerial Personnel except Mr. Rajesh Thakur are, in any way, concerned or interested, in this resolution, financially or otherwise.

Disclosure under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and details as required under ICSI Secretarial Standard SS-2 are set out in the annexure to the Explanatory Statement.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the passing of the Resolution(s) as set out under Item No. 7. of the Notice for approval of the Members as Special resolution(s).

**Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director is as under:**

Name of the Director	Rajesh Thakur
Director Identification Number (DIN)	08378490
Date of birth	19-09-1979
Date of First appointment on the Board	25-09-2020
Brief Profile/Experience/ Expertise in specific functional areas	He is graduate of Indian Institute of Technology (Civil Engineering 2003 batch) and post graduate diploma in management from Indian institute of Management (Finance & Strategy 2009 batch). He has extensive experience of 15 years in various industries and sectors and in an expert in business strategy, financial planning and analysis, financial modelling & Innovation, process improvements, Transformation and Restructuring, Integration, project Management, Business Development & turnaround.
Qualification	MBA in finance
Terms and conditions of appointment or reappointment	Re-appointed as Managing Director for a period of 5(five) years with effect from 25-12-2025. He is liable to retire by rotation.
Number of Meetings of Board attended during the year	10
Remuneration Last Drawn (₹)	1,00,000 per annum

Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NILL
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	3
Shareholding of the Company	NILL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	0
Person shall not be debarred from holding the Office of Director pursuant to any order	The Director confirms that he is not debarred from holding the office of Director pursuant to any SEBI order

**A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:**

### I. General Information

1.	Nature of Industry	IT services
2.	Date of commencement of commercial production	17/06/2011 (date of incorporation)
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
4.	Financial Performance based on given indicators	Please refer to the financial results in Annual Report
5.	Foreign investments or collaborations, if any	NIL

### II. INFORMATION ABOUT THE APPOINTEE

1.	Background details	He is graduate of Indian Institute of Technology (Civil Engineering 2003 batch) and post graduate diploma in management from Indian institute of Management (Finance & Strategy 2009 batch).
2.	Past Remuneration	100000 per annum
3.	Job Profile and his suitability	He has extensive experience of 15 years in various industries and sectors and in an expert in business strategy, financial planning and analysis, financial modelling & Innovation, process improvements, Transformation and Restructuring, Integration, project Management, Business Development & turnaround.
4.	Recognition or awards	The Company has received various awards and recognition during his Tenure.
5.	Remuneration proposed	As set out in the resolution for the item no. 7 of the notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	NIL

8.	Reasons for Losses / Inadequate profits	New business vertical for PA-PG business cost incurred for IT infrastructure, business development cost is higher as compared to revenue.
9.	Steps taken or proposed to be taken for improvement	Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
10.	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view
11.	Disclosures	NIL

**ITEM NO.8:**

**To appoint Mr. Ramchandra Dallaram Choudhary (DIN: DIN:00602062) as director to fill the casual vacancy arisen due to resignation of Mrs. Veena Pani Choudhary (DIN: 02384169).**

Mr. Ramchandra Dallaram Choudhary (DIN:00602062) was appointed as Casual vacancy Director with effect from June 21, 2025, in accordance with the provisions of Section 161(4) of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161(4) of the Companies Act, 2013, the above director holds office up to the date of General Meeting of the Company.

The Board has the view that the appointment of Mr. Ramchandra Dallaram Choudhary (DIN:00602062) on the Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 8 for approval by the members of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**Additional Information as required under Regulation 36(3) of the Listing Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director is as under:-**

Name of the Director	Ramchandra Dallaram Choudhary
Director Identification Number (DIN)	00602062
Date of First appointment on the Board	21-06-2025
Brief Profile/Experience/ Expertise in specific functional areas	He is a qualified Chartered Accountant having Industry Experience, Corporate Governance Finance, Taxation, Forex, Treasury & Credit Management
Qualification	MBA in finance
Terms and conditions of appointment or reappointment	He is appointed as non-executive non-independent director in casual vacancy.
Number of Meetings of Board attended during the year	-
Remuneration Last Drawn (₹)	-

Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	NILL
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2025	2
Shareholding of the Company	NILL
Memberships/ Chairmanship of Board Committees of other companies as on March 31, 2025	2
Person shall not be debarred from holding the Office of Director pursuant to any order	The Director confirms that he is not debarred from holding the office of Director pursuant to any SEBI order

**ITEM NO.9:**
**To approve remuneration of Mr. Dhaval Jitendrakumar Mistry (DIN:03411290) non-executive non-independent Director of company**

Mr. Dhaval Jitendrakumar Mistry (DIN:03411290) was appointed as Non-executive Non-Independent Director of the Company effective from 25th September 2020 by the Board of Directors in its meeting.

The Nomination & Remuneration Committee at its meeting held on 21st June 2025, recommended revision in remuneration of **Mr. Dhaval Jitendrakumar Mistry** for payment of Rs. 36,00,000/- (Rupees Thirty Six Lakhs Only) per month with Perquisites and Allowances for the period of his tenure, in the absence of or inadequacy of profits in any financial year(s) during such period and which was further approved by the Board of Directors at their Meeting held on 21st June 2025 subject to further approval of Members at the forthcoming Annual General Meeting.

**A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:**
**I. General Information**

1.	Nature of Industry	IT services
2.	Date of commencement of commercial production	17/06/2011 (date of incorporation)
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not applicable
4.	Financial Performance based on given indicators	Please refer to the financial results in Annual Report
5.	Foreign investments or collaborations, if any	NIL

**II. INFORMATION ABOUT THE APPOINTEE**

1.	Background details	He is well qualified young and dynamic Chartered Accountant in the profession having worked for over a period of more than ten years with the firm; as a Partner since August 2009.
2.	Past Remuneration	NIL
3.	Job Profile and his suitability	He has rich experience in Income Tax Matters, Corporate Law Matters, Internal audits, Statutory audits, Tax audits of small firms, Companies, Corporate, Statutory and Concurrent Audits of Nationalized Banks; GST Matters besides rendering management consultancy and Project financing professional services of high standards to meet the financial needs of working.

4.	Recognition or awards	The Company has received various awards and recognition during his Tenure.
5.	Remuneration proposed	As set out in the resolution for the item no. 9 of the notice
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration is in tune with the current remuneration packages of the similar industry at this level, qualifications and experience of the appointee and the responsibilities shouldered by him.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	NIL
8.	Reasons for Losses / Inadequate profits	New business vertical for PA-PG business cost incurred for IT infrastructure, business development cost is higher as compared to revenue
9.	Steps taken or proposed to be taken for improvement	Company is taking initiatives in increasing efficiency and cost reduction making progress in turnover. Company is also striving for better efficiency of manufacturing facility by adopting Energy Management Systems, debottlenecking of processes, cost reductions and focusing on new area of market and sales maximization.
10.	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in productivity and undertakes constant measures to improve it. In view
11.	Disclosures	NIL

**ANNEXURE-II**

**DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS–2)**

Name of the Director	Ms. Neelu Manroopji Choudhary
Director Identification Number (DIN)	08205088
Date of 1st Appointment	25/09/2020
Date of birth	09-08-1999 and AGE: 26
Qualification	Graduate
Experience:	She is very young, capable, keen to learn, efficient, diligent, hardworking, efficient member of board. She has an analytical frame of mind.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Liable to retire by rotation
Last Drawn Remuneration	NIL
Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:	-
Shareholding of the Company	NILL
Number of Meeting of the Board attended during the year	10
Directorship and committee membership (Excluding GVP Infotech Limited)	NILL

Date : 21-06-2025  
Place : New Delhi

BY ORDER OF THE BOARD  
FOR GVP INFOTECH LIMITED

**Registered Office :**

Office No. 710, Naurang House  
Kasturba Gandhi (KG) Road,  
Connaught Place New Delhi-110001.  
CIN: L74110DL2011PLC221111  
Email: [secretarial@gvpinfotech.com](mailto:secretarial@gvpinfotech.com)  
Website: <https://gvpinfotech.com/about-us/>  
Contact No. 079-26566588/011-41562293

Sd/-  
RAJESH THAKUR  
Managing Director  
(DIN: 08378490)