



**Registered Office :**  
A – 201, 2nd Floor, Fortune 2000,  
C-3 Block, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
Contact : 022-3572 2456 / 7963 5174  
Email : [compliance@garudaconstructionengineering.com](mailto:compliance@garudaconstructionengineering.com)  
Web site : [www.garudaconstructionengineering.com](http://www.garudaconstructionengineering.com)

**GARUDA**  
**Construction &**  
**Engineering Limited**  
**CIN NO. L45400MH2010PLC207963**

(Formerly Known as Garuda Construction and Engineering Private Limited)

Date: 05-05-2026

To,

**BSE Limited**  
Phiroze Jeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code (BSE): 544271

**National Stock Exchange of India Limited**  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051  
Symbol: GARUDA

Dear Sir/Madam,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to Regulation 30 of the Listing Regulations, we enclosed herewith a copy of the Postal Ballot Notice dated May 05, 2026 along with explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Postal Ballot Notice") which is being sent to the Members of the Company towards seeking their approval on the resolution as set out therein.

In accordance with the circulars of the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only via email to all the Members who have registered their email addresses with the Company or depositories/ depository participants and whose names appear in the register of members/list of beneficial owners as received from the depositories as on Friday, May 01, 2026 ("cut- off date").

The Company has engaged the services of Central Depository Services Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members. Voting on the postal ballot will take place only through remote e-voting system of CDSL. Remote e-voting will commence from Friday, 08<sup>th</sup> May, 2026 (9.00 A.M.) and end on Saturday, 06<sup>th</sup> June, 2026 (5.00 P.M.) (both days inclusive). The result of the postal ballot will be announced Within two working days from the conclusion of Meeting.

A copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. [https://garudaconstructionengineering.com/](http://www.https://garudaconstructionengineering.com/) and on the website of CDSL i.e. [https://www.cdslindia.com/](http://www.https://www.cdslindia.com/) A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.

This is for your information and records.

Thanking You,  
Yours Faithfully,

**For Garuda Engineering and Construction Limited**

**Pravin Kumar Brijendra Kumar Agarwal**  
Managing Director and Chairman  
DIN: 00845482



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### **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear member(s),

Notice is hereby given to the Members of Garuda Construction And Engineering Limited ('the Company'), pursuant to section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular numbers 20/2020 dated May 5, 2020 read with General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CFD -PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and issued by the Securities and Exchange Board of India (SEBI), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors has appointed Mr. CS Vipin Chhawchhriya M/s. VC & Associates, Practicing Company Secretaries (having Membership No. A39361), as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear on the Register of Members/Record of the Depositories as on Cut-off-date i.e. Friday 01 May, 2026.

The proposed Resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the



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Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting. The e-voting will commence on Friday, 08<sup>th</sup> May, 2026 (9.00 A.M.) and end on Saturday, 06<sup>th</sup> June, 2026 (5.00 P.M.).

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots. The results of the Voting by Postal Ballot (voting through electronic means) will be announced by the Chairman of the Company or in his absence, by any other person authorized by him, on or before Monday, 08<sup>th</sup> June, 2026 at the Registered Office of the Company at 201, A Wing Fortune 2000, C-3 Block, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra-400051. The said results will be posted on the Company's website viz. <https://garudaconstructionengineering.com/> besides communicating to the Stock Exchange where the Company's shares are listed.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1**

#### **APPOINTMENT OF MR. KRISHNAKUMAR LAXMAN BANGERA (DIN: 02082675) AS NON-EXECUTIVE INDEPENDENT DIRECTOR (INCLUDING APPROVAL UNDER REGULATION 17(1A) OF SEBI LODR REGULATIONS):**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A), 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **Mr. Krishnakumar Laxman Bangera (DIN: 02082675)**, who has submitted a declaration of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 01, 2026 to May 31, 2031;

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), approval of the Members be and is hereby accorded for appointment of Mr. Krishnakumar Laxman Bangera (DIN: 02082675), who has attained the age of 75 years, as a Non-Executive Independent Director of the Company;



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**RESOLVED FURTHER THAT** any directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing of requisite forms with the Registrar of Companies and making disclosures to the Stock Exchanges.”

## **ITEM NO. 2**

### **REGULARIZATION OF THE APPOINTMENT OF MRS. DHRUTI HARSH SATIA (DIN: 11670095) AS NON-EXECUTIVE INDEPENDENT (WOMAN) 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 other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Dhruti Harsh Satia (DIN: 11670095), who was appointed as an Additional Director in the capacity of Independent (Woman) Director w.e.f. 21<sup>st</sup> April, 2026 pursuant to section 161 of the Act and be and is hereby appointed as a Non-Executive Independent (Woman) Director of the Company not liable to retire by rotation and who shall hold office for a term of five consecutive years w.e.f. 21<sup>st</sup> April, 2026”

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard.”

**By order of the Board of Directors**

Sd/-

**Pravin Kumar Brijendra Kumar Agarwal**  
**Managing Director and Chairman**  
**DIN: 00845482**

Place: Mumbai  
Date: 05<sup>th</sup> May, 2026



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**Notes:**

- a) Explanatory statement pursuant to Section 102 read with Section 110 of the Act and Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
- b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of beneficial Owners as received from Depositories as at the close of business hours on Friday 01 May, 2026 (cut-off date). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participants.
- c) The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut- off date i.e. Friday 01 May, 2026.
- d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
- e) Members may please note that the Postal Ballot Notice will also be available on the Company's website <https://garudaconstructionengineering.com/>, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
- f) The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
- g) The voting period will commence from Friday, 08<sup>th</sup> May, 2026 (9.00 A.M.) and end on Saturday, 06<sup>th</sup> June, 2026 (5.00 P.M.). The e-voting module shall be disabled by CDSL for voting thereafter.
- h) The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://garudaconstructionengineering.com/> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).



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- i) The resolution, if approved, by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Saturday, 06<sup>th</sup> June, 2026.
- j) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

### **Instructions for E- Voting:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- I. The voting period begins on Friday, 08<sup>th</sup> May, 2026 (9.00 A.M.) and end on Saturday, 06<sup>th</sup> June, 2026 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 01 May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual



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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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. 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 eVoting 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>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. 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>



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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of eServices is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote eVoting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



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**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. CDSL and NSDL

Login type	Helpdesk details
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 22 55 33
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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

IV. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:





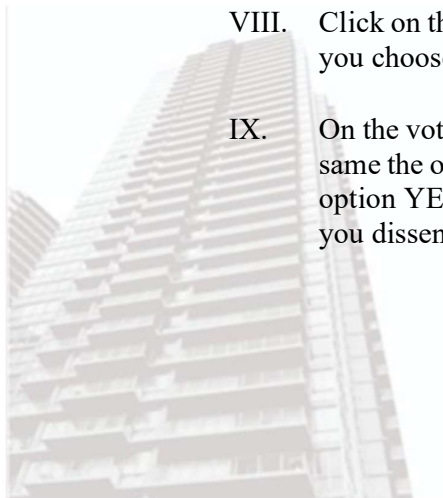
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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- V. After entering these details appropriately, click on “SUBMIT” tab.
- VI. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VII. For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- VIII. Click on the EVSN for the Garuda Construction and Engineering Limited on which you choose to vote.
- IX. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



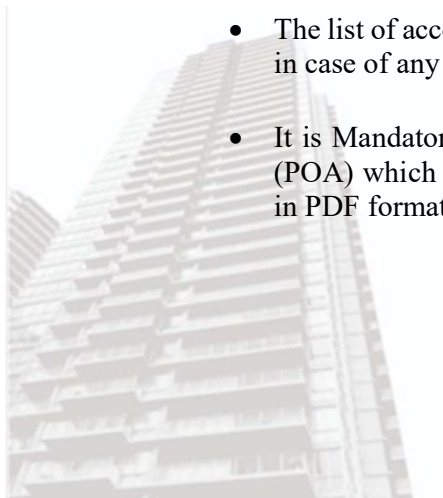


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**GARUDA**  
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- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XVI. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.





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- Alternatively Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@garudaconstructionengineering.com](mailto:compliance@garudaconstructionengineering.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**By order of the Board of Directors**

Sd/-

**Pravin Kumar Brijendra Kumar Agarwal**  
**Managing Director and Chairman**  
**DIN: 00845482**

Place: Mumbai  
Date: 05<sup>th</sup> May, 2026



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**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**ITEM NO. 1**

**APPOINTMENT OF MR. KRISHNAKUMAR LAXMAN BANGERA (DIN: 02082675) AS NON-EXECUTIVE INDEPENDENT DIRECTOR (INCLUDING APPROVAL UNDER REGULATION 17(1A) OF SEBI LODR REGULATIONS):**

Mr. Krishnakumar Laxman Bangera has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“Act”). He has also submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”).

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto, and the SEBI LODR Regulations, the appointment of an Independent Director requires approval of the Members.

Further, Mr. Krishnakumar Laxman Bangera has attained the age of 75 years. In terms of Regulation 17(1A) of the SEBI LODR Regulations, appointment of a Non-Executive Director who has attained the age of 75 years requires approval of the Members by way of a special resolution. Accordingly, approval of the Members is also sought in this regard.

Brief profile of Mr. Krishnakumar Laxman Bangera as stipulated in Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given herein below in Annexure A.

**Justification for Appointment of Mr. Krishnakumar Laxman Bangera as a Non-Executive Independent Director post attaining the age of 75 years:**

Mr. Krishnakumar Laxman Bangera is a seasoned professional with extensive experience in business management, leadership, and organizational development. As a co-founder of Global Exchange Company Private Limited, he has demonstrated strong entrepreneurial capabilities and strategic vision in building and managing a reputed organization. He has also been actively associated with social and educational institutions, including serving as the President of



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Mogaveera Vyavasthapaka Mandali, and brings valuable experience in governance, compliance, and administration through his engagement with diverse stakeholders.

In the opinion of the Board, Mr. Bangera possesses deep domain knowledge, sound judgment, and leadership qualities, which will be beneficial to the Company in strengthening its governance framework and providing strategic guidance. Considering his vast experience and ability to contribute effectively to the Board, the Board is of the view that his appointment would be of significant value to the Company. Accordingly, pursuant to Regulation 17(1A) of the SEBI LODR Regulations, 2015, approval of the Members is sought for his appointment.

Except Mr. Krishnakumar Laxman Bangera, being the appointee, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

## **ITEM NO. 2**

### **REGULARIZATION OF THE APPOINTMENT OF MRS. DHRUTI HARSH SATIA (DIN: 11670095) AS NON-EXECUTIVE INDEPENDENT (WOMAN) DIRECTOR OF THE COMPANY:**

The Board of directors, on the recommendation of Nomination and Remuneration committee, at its meeting held on 21<sup>st</sup> April, 2026, appointed Mrs. Dhruti Harsh Satia (DIN: 11670095) as an Additional Director in the capacity of Independent Director for a term of five consecutive years, subject to the approval of the Shareholders of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of Members for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months, whichever is earlier. She is not disqualified from being appointed as director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company.

She has also submitted declaration of independence as required pursuant to section 149(7) of the Act, stating that she meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The company hereby also complies with the provision of Regulation 17 of SEBI LODR. Copy of the draft Letter of Appointment of the Independent Director is available for inspection electronically as stated in the notice above.

The Board is of the opinion that Mrs. Dhruti Harsh Satia possesses requisite skills, experience and knowledge which would be in the best interest of the Company to appoint her as an Independent Director for the first term of five consecutive years with effect from 21<sup>st</sup> April, 2026.



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Brief profile of Mrs. Dhruvi Harsh Satia as stipulated in Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given herein below in Annexure A.

Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company accordingly recommend the Resolution as set out in Item No. 2 accompanying the Notice for the approval of Shareholders of the Company as a Special Resolution.

**By order of the Board of Directors**

Sd/-

**Pravin Kumar Brijendra Kumar Agarwal**  
**Managing Director and Chairman**  
**DIN: 00845482**

Place: Mumbai  
Date: 05<sup>th</sup> May, 2026





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**Annexure – A**

**Additional Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India**

<b>Name of Directors</b>	Krishnakumar Laxman Bangera	Dhruvi Harsh Satia
<b>DIN</b>	02082675	11670095
<b>Date of Birth</b>	18-04-1951	04-11-1989
<b>Age</b>	75 Years	36 Years
<b>Qualification</b>	Diploma in Computer Programming	Company Secretary
<b>Date of first appointment on the Board</b>	01-04-2025 (First Term)	21-04-2026
<b>Brief Profile &amp; Expertise in specific functional areas</b>	He has a varied and rich working experience in organisations across teams from different cultures. He has a track record of successfully managing organisations.	Mrs. Dhruvi Harsh Satia has completed her Bachelors in Commerce from Mumbai University and became an Associate Member of Institute of Company Secretaries of India (ICSI) in the year 2015. She was Company Secretary of Mercury Trade Links Limited (A BSE Listed Company) and was also responsible for the group secretarial work and before that she was assistant Company Secretary to Essel Finance Wealth Zone Private Limited. She has also worked for B.S. Sharma & Co., a Chartered Accountant Firm.
<b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person</b>	For details, please refer to the Explanatory Statement to the Postal Ballot Notice	For details, please refer to the Explanatory Statement to the Postal Ballot Notice



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<b>meets such requirements</b>		
<b>Terms and conditions of appointment</b>	Independent Director for second term of 5 (five) consecutive years commencing from 01 <sup>st</sup> June, 2026 to 31 <sup>st</sup> May, 2031	Independent Director for first term of 5 (five) consecutive years commencing from 21 <sup>st</sup> April, 2026 to 20 <sup>th</sup> April, 2031
<b>Remuneration last drawn</b>	Not Applicable	Not Applicable
<b>Remuneration proposed to be paid</b>	As per Nomination and Remuneration Policy	As per Nomination and Remuneration Policy
<b>Other Companies in which he is a director excluding Directorship in Private and Section 8 Companies</b>	PKH Ventures Limited	1. Artemis Electricals And Projects Limited 2. Electro Force (India) Limited 3. PKH Ventures Limited
<b>Names of the Listed Entities from which the Director has resigned in past 3 years</b>	1. Artemis Electricals And Projects Limited 2. Electro Force (India) Limited 3. Garuda Construction And Engineering Limited	NIL
<b>Chairperson/ Membership of the Committee(s) of Board of Directors of the Company</b>	NIL	NIL
<b>Chairperson/ Membership of the Committee(s) of Board of Directors of other Listed Companies in which he is a Director excluding section 8 companies and private companies</b>	NIL	NIL
<b>Number of Meetings of the</b>	Not Applicable	Not Applicable



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# **GARUDA**

## **Construction & Engineering Limited**

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<b>Board attended during the year</b>		
<b>Shareholding in the Company</b>	NIL	NIL
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	He is not related to any of the Directors or Key Managerial Personnel of the Company.	She is not related to any of the Directors or Key Managerial Personnel of the Company.

