

GPTINFRA/CS/SE/2026-27

October 12, 2026

The Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400001 Scrip Code: 533761	National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Symbol: GPTINFRA
ISIN: INE390G01014	

Dear Sir/Madam,

Sub: Notice of the Meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors of GPT Infraprojects Limited being convened as per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT")

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("SEBI Listing Regulations"), and in continuation to our earlier intimations, we hereby enclose the Notice along with the Explanatory Statement of the Meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors of GPT Infraprojects Limited ("Company") to be held pursuant to the directions issued by NCLT vide its order dated September 15, 2026, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme under Sections 230 to 232 and other applicable provisions read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of the Act.

The Notice of the Meeting along with the Explanatory Statement and the relevant Annexures has been sent electronically to those Equity Shareholders whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent, or their respective Depository Participant(s)/Depositories and physically to those Equity Shareholders whose email addresses were not available with the Company as on the Cut-off Date, Friday, October 2, 2026.

The Notice of the Meeting along with the Explanatory Statement and the relevant Annexures is has been sent electronically to those Secured Creditors and Unsecured Creditors whose e-mail addresses were available with the Company and physically to those Secured Creditors and Unsecured Creditors whose email addresses were not available with the Company.

The schedule of the NCLT-convened Meeting and remote e-voting facility for the meeting of Equity Shareholders of the Company is set out below:

Event	Event Details
Day, Date and time of the meeting	Friday, November 13, 2026 at 03:00 P.M. IST
Mode of the Meeting	Video Conference (VC)/Other Audio-Visual Means (OAVM)

Cut-off date for e-voting	Friday, November 6, 2026
E-voting start date and time	Tuesday, November 10, 2026, 09:00 A.M. IST
E-voting end date and time	Thursday, November 12, 2026, 05:00 P.M. IST
Link to Access the Notice of Equity Shareholders Meeting	www.gptinfra.in/amalgamation

The schedule of the NCLT-convened Meeting of Secured Creditors of the Company is set out below:

Event	Event Details
Date and time of the meeting	Friday, November 13, 2026 at 10:45 A.M. IST
Mode of the Meeting	Physical
Link to Access the Notice of Secured Creditors Meeting	www.gptinfra.in/amalgamation

The schedule of the NCLT-convened Meeting of Unsecured Creditors of the Company is set out below:

Event	Event Details
Date and time of the meeting	Friday, November 13, 2026 at 12:15 A.M. IST
Mode of the Meeting	Physical
Link to Access the Notice of Secured Creditors Meeting	www.gptinfra.in/amalgamation

The respective notices of meetings of the Equity Shareholders, Secured and Unsecured Creditors of the Company along with relevant annexures can also be accessed on the Company's website at <https://www.gptinfra.in/amalgamation>.

You are requested to take the above intimation on record.

Thanking you,

Yours Sincerely,

For GPT Infraprojects Limited

Sonam
Lakhotia

Digitally signed by
Sonam Lakhotia
Date: 2026.10.12
18:18:46 +05'30'

Sonam Lakhotia
Company Secretary & Compliance Officer
Mem No.: A41358
Encl.: A/as



GPT INFRAPROJECTS LIMITED
(CIN: L20103WB1980PLC032872)
Registered Office: GPT Centre, JC-25, Sector III
Salt Lake, Kolkata-700106, West Bengal, India
Tel No.: + 91-33-4050-7000
Email: gll.cosec@gptgroup.co.in, visit us: www.gptinfra.in

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF GPT INFRAPROJECTS LIMITED PURSUANT TO THE ORDER DATED 15TH SEPTEMBER, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

MEETING DETAILS	
Day	Friday
Date	13 th November, 2026
Time	3:00 P.M.
Mode of Meeting	Through Video Conferencing (VC)/Other Audio- Visual Means (OAVM)
Deemed Venue (Registered Office)	GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, West Bengal, India
Cut-off date for determining eligible shareholders for sending notice	Friday, 2 nd October, 2026
Cut-off date for e-voting	Friday, 6 th November, 2026
Remote e-voting start day, date and time	Tuesday, 10 th November, 2026 at 9:00 A.M. (IST)
Remote e-voting end day, date and time	Thursday, 12 th November, 2026 at 5:00 P.M. (IST)
E-Voting	E- Voting Facility shall be available to the Equity Shareholders during the meeting

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The Notice of the Meeting, Explanatory Statement and Annexure - 1 to Annexure - 8 constitute a single and complete set of documents and should be read in conjunction with each other as they form an integral part of this document.

Dated this: 6th Day of October, 2026

Place: Mumbai

Sd/-

Kinjal Doshi

Chairperson appointed for the Meeting

FORM CAA 2
(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
C.A. (CAA) NO. 88/KB/2026

In the matter of:

The Companies Act, 2013;

AND

In the matter of:

An application under Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of:

1. **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WR1988PTC294983) incorporated on 2nd May, 1988 and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal

.....Transferor Company No.1

AND

2. **JOGBANI HIGHWAY PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2010PTC150039) incorporated on 31st May, 2010 and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, North 24 Parganas, Kolkata - 700106, in the State of West Bengal

.....Transferor Company No.2

AND

3. **GPT INFRAPROJECTS LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L20103WB1980PLC032872) incorporated on 18th July, 1980 and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal

.....Transferee Company

AND

In the matter of:

1. **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED;**
2. **JOGBANI HIGHWAY PRIVATE LIMITED;**
3. **GPT INFRAPROJECTS LIMITED**

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF GPT INFRAPROJECTS LIMITED - TRANSFEE COMPANY
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To,
EQUITY SHAREHOLDERS OF
GPT INFRAPROJECTS LIMITED

Notice is hereby given that the Hon'ble National Company Law Tribunal, Kolkata Bench by an order dated 15th September, 2026 ("Order") in the matter of Company Application C.A.(CAA) NO. 88/KB/2026 has directed for convening a meeting of **Equity shareholders of GPT INFRAPROJECTS LIMITED** for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed **Scheme of Amalgamation of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED (Transferor Company No.1) and JOGBANI HIGHWAY PRIVATE LIMITED (Transferor Company No.2) with and into GPT INFRAPROJECTS LIMITED (Transferee Company)** from the Appointed Date, i.e., 1st April, 2026 under the provisions of Sections 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

In compliance with the provisions of Section 230 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all other relevant rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof), Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 and any other circular issued by the Securities and Exchange Board of India (SEBI Circulars), Secretarial Standard - 2 on General Meetings ("SS-2"), and in terms of General Circular No. 14/2020 dated April 8, 2020 and the latest General Circular No. 03/2025 dated September 22, 2025 read together with all other previous circulars issued by MCA, as amended from time to time (collectively referred to as "MCA Circulars"), and in accordance with the Order passed by the

NCLT, Kolkata Bench and as directed therein, notice is hereby given that a meeting of the Equity Shareholders of **GPT INFRAPROJECTS LIMITED** will be held on **Friday, 13th November, 2026 at 3:00 P.M.** through Video Conferencing / Other Audio Visual Means ("VC"/"OAVM") ("Meeting").

At the Meeting, the following resolution will be considered and if thought fit, with or without modification, be passed under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with the requisite majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related MCA circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ('IT Act'), and other applicable laws, including applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with applicable SEBI circulars issued from time to time, and subject to the relevant provisions of any other applicable laws and the enabling clauses of the Memorandum of Association and Articles of Association of **GPT INFRAPROJECTS LIMITED** and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT") and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the **Scheme of Amalgamation of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED (Transferor Company No.1) and JOGBANI HIGHWAY PRIVATE LIMITED (Transferor Company No.2) with and into GPT INFRAPROJECTS LIMITED (Transferee Company)** and its shareholders and creditors ("Scheme"), as enclosed with the Notice of the NCLT convened Meeting of the Equity Shareholders, be and is hereby approved.

RESOLVED FURTHER THAT the Board (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to perform and execute and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangements embodied in the Scheme of Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the NCLT and/or any other authority(ies) while sanctioning the Scheme of Amalgamation or by any authority(ies) under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme of Amalgamation, as the Board of the Transferee Company may deem fit and proper without being required to seek any further approval of the equity shareholders of **GPT INFRAPROJECTS LIMITED** or otherwise to the end and intent that the equity shareholders of **GPT INFRAPROJECTS LIMITED** shall be deemed to have given their approval thereto expressly by the authority under this resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from the shareholders of the company."

TAKE FURTHER NOTICE that in compliance with the NCLT Order and the provisions of clause (a) to Section 230(4) read with Section 108 of the Companies Act, 2013 and the rules made thereunder; (b) Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (c) Secretarial Standards - 2 issued by the Institute of Company Secretaries of India, **GPT INFRAPROJECTS LIMITED** has provided the facility of voting by remote e-voting ("remote e-voting") as well as electronic voting system ("e-voting") during the Meeting, so as to enable the equity shareholders to consider and approve the Scheme of Amalgamation by way of the aforesaid resolution. Accordingly, voting by equity shareholders of **GPT INFRAPROJECTS LIMITED** to the Scheme of Amalgamation shall be carried out through (i) remote e-voting and

Remote e-voting start day, date and time	Tuesday, 10 th November, 2026 (09:00 A.M. IST)
Remote e-voting end day, date and time	Thursday, 12 th November, 2026 (05:00 P.M. IST)

(ii) e-voting during the Meeting to be held on **Friday, 13th November, 2026**.

TAKE FURTHER NOTICE that **MUFG Intime India Private Limited ("MIPL")** shall be providing the facility of remote e-voting and e-voting during the Meeting, and participation in the Meeting through VC/OAVM.

TAKE FURTHER NOTICE that the facility of remote e-voting module shall be disabled by MIPL after 5:00 P.M. on 12th November, 2026. The voting rights of shareholders shall be in proportion to their share in the paid-up share capital of **GPT INFRAPROJECTS LIMITED** as on **Friday, 6th November, 2026** being the cut-off date ("Cut-off Date"). The equity shareholders opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully. Only registered equity shareholders, whose names are recorded in the Register of Members maintained by the company/Registrar and Transfer Agents ("RTA") or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date shall be entitled to exercise their voting rights on the resolution proposed in the Notice and attend the Meeting.

It is clarified that votes may be cast by the equity shareholders by remote e-voting in terms of this Notice and casting of votes by remote e-voting does not disentitle them or their authorized representatives from attending the Meeting. However, the members or

their authorized representatives who have cast their votes by remote e-voting will not be eligible to cast their votes by e-voting during the Meeting.

TAKE FURTHER NOTICE that since the physical attendance of members has been dispensed with in pursuance to NCLT Order, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Companies Act, 2013 will not be available for the Meeting and hence, the Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 113 of the Companies Act, 2013, Corporate / institutional Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), by email to the company at gil.cosec@gptgroup.co.in and to the Scrutinizer at arundhatibroy1610@gmail.com.

In compliance with the MCA Circulars and SEBI Circulars, the aforesaid Notice, the explanatory statement and the Annexures (including the Scheme) as indicated in the index, are being sent to all the Equity Shareholders whose names appear in the register of members/ list of beneficial owners as on Friday, 2nd October, 2026.

The Cut-off date for determining the eligibility of Equity Shareholders to vote and attend the Meeting shall be **Friday, 6th November, 2026 ("Cut-off date")**. The votes cast by the said Equity Shareholders shall be reckoned with reference to such Cut-off date.

A copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index are enclosed herewith. A copy of this Notice and the accompanying documents will be placed on the website of the Company viz. www.gptinfra.in and will also be available on the websites of the Stock Exchanges where Equity Shares of the Company are listed, i.e., at www.bseindia.com and www.nseindia.com and on the website of MIPL at <https://instavote.linkintime.co.in>. Copies of this Notice which include Scheme of Amalgamation and Explanatory Statement and other documents under Section 102, 230 and 232 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Company at GPT Centre, JC-25, Sector-III Salt Lake, Kolkata - 700106, West Bengal, India, on all working days except Holidays, Saturdays and Sundays, between 11:00 A.M. to 01:00 P.M., up to the date of Meeting, on a requisition being so made by the equity shareholders along with details of your shareholding in the company, by sending an email request on gil.cosec@gptgroup.co.in.

The Hon'ble NCLT, Kolkata Bench has appointed **Mrs. Kinjal Doshi, Chartered Accountant** as Chairperson for the said meeting including any adjournment thereof.

The Hon'ble NCLT, Kolkata Bench has appointed **Ms. Arundhati Barman Roy, Advocate** (E-mail ID: arundhatibroy1610@gmail.com) as the Scrutinizer for the said meeting including any adjournment thereof.

The Scheme of Amalgamation, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approvals as may be required. The voting results of the meeting shall be announced by the Chairperson not later than Fifteen days from the conclusion of the Meeting upon receipt of Scrutinizer's Report and the same shall be displayed on the website of the Company www.gptinfra.in and will also be available on the website of the Stock Exchange where Equity Shares of the Company are listed, i.e., at www.bseindia.com and on www.nseindia.com and on the website of MIPL at <https://in.mpms.mufg.com> being the agency appointed by the Company to provide the voting facility to the shareholders, as aforesaid, as well as on the notice board of the Transferee Company at its Registered Office. In accordance with the provisions of Sections 230-232 of the Act read along with SEBI Scheme Circular, the Scheme shall be acted upon only if majority in persons representing three-fourths in value of the equity share capital of the Company, voting through remote e-voting or by e-voting system agree to the Scheme and the votes cast by the Public Shareholders in favour of the Scheme are more than the number of votes cast by the Public Shareholders against it.

Dated this: 6th Day of October, 2026

Place: Mumbai

Sd/-

Kinjal Doshi

Chairperson appointed for the Meeting

NOTES:

1. Pursuant to MCA Circulars and SEBI Circulars, and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the NCLT Order, this Meeting is being held by VC/ OAVM without physical presence of the shareholders at a common venue, as per applicable procedures mentioned in the MCA Circulars, for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation under the provisions of Sections 230 to 232 and of the Companies Act, 2013 and rules made there under.
2. Since the Meeting is being held through VC/OAVM, the deemed venue for the Meeting shall be the registered office of the Company i.e., GPT Centre, JC-25, Sector III, Salt lake, Kolkata-700106.
3. The Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act and Rule 6 of CAA Rules read with SEBI Listing Regulations, SEBI Scheme Circulars and applicable circulars issued by SEBI in respect of the business set out in the Notice of the Meeting is annexed to this notice.
4. The Notice convening the Meeting will be published through advertisement in the 'Financial Express' (All India Edition) in English language and 'AAJKAL' in the Bengali language, having circulation in the State of West Bengal, indicating, inter alia, the day, date and time of the Meeting.
5. Shareholders are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Transferee Company/list of Beneficial Owners as received from MUFG Intime India Private Limited - Registrar and Transfer Agent ("RTA") in respect of such joint holding will be entitled to vote.
6. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on 6th November, 2026. Persons who are not equity shareholders of the Transferee Company as on the cut-off date, i.e., 6th November, 2026 should treat this notice for information purposes only. Any person who becomes a shareholder of the Transferee Company after dispatch of this Notice and whose names appear in the records of the Transferee Company as on the cut-off date for e-voting may cast his vote by following the instructions of remote e-voting and e-voting during the Meeting provided in this Notice.
7. Attendance of the Members participating in the meeting through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Further, the Order also directs that in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 (thirty) minutes and thereafter, the persons present shall be deemed to constitute the quorum.
8. The voting period for remote e-voting (prior to the Meeting) shall commence on and from **Tuesday, 10th November, 2026 at 09:00 A.M. (IST)** and shall end on **Thursday, 12th November, 2026 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by MIPL thereafter. The Company is additionally providing the facility of e-voting during the Meeting.
9. The e-voting facility will also be made available during the Meeting to enable the equity shareholders who have not cast their vote through remote e-voting to exercise their voting rights. Once the vote on the Resolution is cast by the Shareholder, the Shareholders shall not be allowed to change it subsequently.
10. In accordance with the provisions of Sections 230-232 of the Act read along with SEBI Circulars, the Scheme shall be acted upon only if majority in persons representing three fourths in value of the equity share capital of the Company, voting through remote e-voting or by e-voting system agree to the Scheme and the votes cast by the Public Shareholders in favour of the Scheme are more than the number of votes cast by the Public Shareholders against it.
11. The Hon'ble NCLT, Kolkata Bench has appointed **Ms. Arundhati Barman Roy, Advocate** (E-mail ID: arundhatibroy1610@gmail.com) as Scrutinizer for the said meeting including any adjournment thereof to scrutinize the votes cast through voting by remote e-voting and e-voting during the Meeting.
12. The relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the shareholders, basis the request being send from the registered email on gil.cosec@gptgroup.co.in, physically at the Registered Office of the Transferee Company on all working days, except Holidays, Saturdays and Sundays, between 11:00 A.M. (IST) and 1:00 P.M. (IST) upto the date of the Meeting.
13. Pursuant to Section 101 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force) and in compliance with the NCLT Order, Notice of the Shareholders Meeting along with Explanatory Statement and the accompanying documents as mentioned in the index, is being sent through electronic mode to those Equity Shareholders whose email addresses are registered/available with the Company/Registrar & Transfer Agent ("RTA")/Depository participants ("DP")/Depositories.
Notice of the Meeting along with Explanatory Statement and weblink (including the exact path) where complete details of all the accompanying documents as mentioned in the index can be accessed at <https://gptinfra.in/amalgamation>, is physically sent to those shareholders whose email addresses are not available with the Company. The notice is being sent to all shareholders of the Company as on the Cut-off Date, Friday, October 2, 2026.
Further the Company would send a physical copy of the notice of Court convened shareholders meeting and explanatory statement along with the accompanying documents to those shareholders who would request the same at gil.cosec@gptgroup.co.in mentioning their respective Folio No. / DP ID and Client ID. Shareholders may note that these documents will also be available on the Company's website at www.gptinfra.in, websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of MIPL at <https://instavote.lnkintime.co.in>.

14. Members who have not registered their email IDs so far are requested to register their email IDs at the earliest. Members holding shares in dematerialised form are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with Company's R&T Agent, MUFG Intime India Private Limited, in Form ISR-1 available at the website of the Company at <https://gptinfra.in/share-holder-information/downloads> and RTA website at <https://web.in.mpms.mufg.com/KYC-downloads.html>, for receiving all communication from the Company electronically and also who wish to receive the notice and explanatory statement together with the accompanying documents or attend the meeting or cast their vote through remote e-voting or by e-voting at the meeting.
15. The Scrutinizer appointed by the Hon'ble Tribunal shall within 2 working days from the end of the meeting shall forward her report to the Chairperson appointed by the Hon'ble Tribunal who shall declare the result of the same.
16. The Chairperson appointed by this Bench will file his report on the meeting as directed herein above in Form No CAA 4 within fifteen days from the conclusion of the meeting duly affirmed by his affidavit.
17. The Explanatory Statement setting out the material facts and reasons, in respect of this Notice, is annexed herewith and the same should be taken as part of this Notice. The Meeting will be conducted in compliance with the applicable provisions of the NCLT Order, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Companies Act, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable laws.
18. **E-VOTING ON RESOLUTION:**

The Transferee Company has made arrangements for e-voting on the resolution proposed in the notice. It has engaged MIPL for providing platform for e-voting. The e-voting instructions as provided by the MIPL are as below. Shareholders of the Transferee Company are requested to read the instructions carefully as set out herein and in particular instruction for joining the meeting and manner of casting vote through remote e-voting prior to the meeting or e-voting during the meeting.

THE PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:

1. In compliance with the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, Secretarial Standards-2 on General Meeting, SEBI circulars, MCA circulars; the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MIPL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as e-voting during the meeting will be provided by MIPL.
2. The remote e-voting period commences on **Tuesday, 10th November, 2026 at 9:00 A.M. (IST)** and shall end on **Thursday, 12th November, 2026 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by MIPL for voting thereafter. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 6th November, 2026 ('cut-off date') shall be entitled to cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
3. Equity shareholders will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the Meeting, shareholders participating at the Meeting, who have not cast their vote on the Resolution by remote e-Voting will be eligible to exercise their right to vote on the Resolution upon announcement by the Chairperson. Equity shareholders who have cast their vote on the Resolution by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote on the Resolution again. The remote e-voting module on the day of the Meeting shall be disabled by MIPL for voting 15 (fifteen) minutes after the conclusion of the Meeting.
4. Equity Shareholders of the Transferee Company holding equity shares either in physical form or in demat form as on the Cut-off Date, Friday, 6th November, 2026 may cast their vote by remote e-voting. A person who is not an equity shareholder as on the Cut-off Date should treat this Notice for information purpose only. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting before the Meeting as well as e-voting during the Meeting.
5. Any shareholder, who acquires shares of the Company and become member of the Company after dispatch of the Notice of meeting and holding shares as on the cut-off date, i.e., Friday, 6th November, 2026 may cast their votes electronically through remote e-voting by obtaining the login ID and password by sending a request at enotices@in.mpms.mufg.com. However, if a person is already registered with MIPL for remote e-voting then the equity shareholder can use their existing user ID and password for casting their vote. If the equity shareholder has forgotten their USER ID or Password, the equity shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice.
6. As directed by the Hon'ble Tribunal, Ms. Arundhati Barman Roy, Advocate, shall act as scrutinizer to scrutinize the remote e-voting process (prior to and during the Meeting), in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING (BEFORE AND DURING THE MEETING) AND JOINING MEETING ARE AS UNDER: -

The remote e-voting period begins on **Tuesday, 10th November, 2026 at 9:00 A.M.(IST)** and shall end on **Thursday, 12th November, 2026 05:00 P.M.(IST)**. The remote e-voting module shall be disabled by MIPL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date, i.e., Friday, 6th November, 2026 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.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

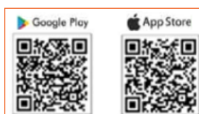
- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.
 (Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
 - 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%^*), at least one numeral, at least one alphabet and at least one capital letter).
 - 6. Enter Image Verification (CAPTCHA) Code.
 - 7. Click "Submit" (You have now registered on InstaVote).
- Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - After successful login, you will see "Notification for e-voting".
 - Select "View" icon for "Company's Name / Event number".
 - E-voting page will appear.
 - Download sample vote file from "Download Sample Vote File" tab.
 - Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
 - Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

HELPPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no., registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process for those shareholders whose email ids are not registered with the depositories/Company/RTA 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 Aadhaar Card) by sending an email to Company's mail id at gil.cosec@gptgroup.co.in.
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 Aadhaar Card) to gil.cosec@gptgroup.co.in.
3. If you are 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.
4. Alternatively, shareholder/members may send a request to investor.helpdesk@in.mpms.mufig.com and kolkata@in.mpms.mufig.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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

GENERAL INFORMATION FOR SHAREHOLDERS:

1. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Court Convened Meeting shall be the same person mentioned for Remote e-voting.
2. The Hon'ble Tribunal has appointed Arundhati Barman Roy, Advocate, as the Scrutinizer to scrutinize the remote e-Voting process as well as e-Voting during the Meeting in a fair and transparent manner.
3. The Scrutinizer shall immediately after the conclusion of voting at the Meeting unblock the votes cast through remote e-Voting (votes cast during the Meeting and votes cast prior to the Meeting) and make, not later than 2 (two) working days of conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Meeting or to any other person so authorized by him (in writing), who shall countersign the same.
4. The results declared along with the scrutinizer's report shall be placed on the website of company, www.gptinfra.in, at the registered office of company and on the website of <https://in.mpms.mufig.com>. The Company shall simultaneously communicate the results to BSE Limited NSE Limited, where the equity shares of company are listed.

INSTAMEET VC INSTRUCTIONS:

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on link “Cast your vote”.
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- Click on ‘Submit’.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000/ 4918 6175.

NOTICE FOR TRIBUNAL CONVENED MEETING OF SECURED CREDITORS AND UNSECURED CREDITORS OF ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1 GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY (pursuant to the order of the Hon'ble National Company Law Tribunal passed on 15 th September, 2026)		
DATE OF MEETING:	13 th NOVEMBER, 2026	
MODE:	PHYSICAL	
VENUE:	GPT CENTRE, JC-25, SECTOR-III, SALT LAKE, KOLKATA - 700106, WEST BENGAL, INDIA	
CLASS		TIME
SECURED CREDITORS		
ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1		10:00 A.M. (IST)
GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY		10:45 A.M. (IST)
UNSECURED CREDITORS		
ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1		11:30 A.M. (IST)
GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY		12:15 P.M. (IST)
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The Notice of the Meeting, Explanatory Statement and Annexure - 1 to Annexure - 8 constitute a single and complete set of documents and should be read in conjunction with each other as they form an integral part of this document.

Dated this: 6th Day of October, 2026
Place: Mumbai

Sd/-
Kinjal Doshi
Chairperson appointed for the Meeting

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

C.A.(CAA) NO.88/KB/2026

In the matter of:

The Companies Act, 2013;

AND

In the matter of:

An application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of:

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

AND

In the matter of:

ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WR1988PTC294983) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

***** Transferor Company No.1

AND

In the matter of:

JOGBANI HIGHWAY PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2010PTC150039) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, North 24 Parganas, Kolkata - 700106, in the State of West Bengal.

***** Transferor Company No.2

AND

In the matter of:

GPT INFRAPROJECTS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L20103WB1980PLC032872) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

***** Transferee Company

AND

In the matter of:

1. ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED;
2. JOGBANI HIGHWAY PRIVATE LIMITED;
3. GPT INFRAPROJECTS LIMITED

.... .. APPLICANTS

NOTICE CONVENING MEETING
OF
SECURED CREDITORS
AND
UNSECURED CREDITORS
OF
ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1
AND
GPT INFRAPROJECTS LIMITED - TRANSFEE COMPANY

Notice is hereby given that by an order dated 15th September, 2026 passed by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata Bench, directions were given by the said order for convening and holding separate meeting of **secured creditors** and **unsecured creditors** of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEE COMPANY** for the purpose of considering, and if thought fit, approving with or without modification(s), the **Scheme of Amalgamation of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED (TRANSFEROR COMPANY NO.1) and JOGBANI HIGHWAY PRIVATE LIMITED (TRANSFEROR COMPANY NO.2) with GPT INFRAPROJECTS LIMITED - TRANSFEE COMPANY** from the Appointed Date, 1st April, 2026.

In pursuance of the said order and as directed therein, further notice is hereby given that separate meetings of the **Secured Creditors** and **Unsecured Creditors** of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and



GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY will be held PHYSICALLY on FRIDAY, 13TH November, 2026 at GPT CENTRE, JC-25, SECTOR-III, SALT LAKE, KOLKATA - 700106, WEST BENGAL, INDIA at time mentioned herein below:

SECURED CREDITORS

➤ ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1	10:00 A.M. (IST)
➤ GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY	10:45 A.M. (IST)

UNSECURED CREDITORS

➤ ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO. 1	11:30 A.M. (IST)
➤ GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY	12:15 P.M. (IST)

the secured creditors and unsecured creditors of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1 and GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY are requested to attend and to consider and, if thought fit, to pass, the following resolution with or without modification(s):

➤ FOR CONSIDERATION OF SECURED CREDITORS OF ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1
--

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) (“IT Act”), and other applicable laws including applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by the Hon’ble National Company Law Tribunal (NCLT) or such other competent authority(ies), as may be applicable, the consent of the Secured Creditors of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1 be and is hereby accorded to the Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company No.1) and Jogbani Highway Private Limited (Transferor Company No.2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the “Scheme”) with Appointed Date, 1st April, 2026, without any modification(s).

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Mr. Amrit Jyoti Tantia, Directors of the Company and Mrs. Sonam Lakhotia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT, Kolkata Bench and/or any other authority(ies) while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme as may deem fit and proper.”

➤ FOR CONSIDERATION OF UNSECURED CREDITORS OF ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1
--

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) (“IT Act”), and other applicable laws including applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by the Hon’ble National Company Law Tribunal (NCLT) or such other competent authority(ies), as may be applicable, the consent of the Unsecured Creditors of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1 be and is hereby accorded to the Scheme of Amalgamation of Alcon Builders and Engineers Private Limited (Transferor Company No.1) and Jogbani Highway Private Limited (Transferor Company No.2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the “Scheme”) with Appointed Date, 1st April, 2026, without any modification(s).

RESOLVED FURTHER THAT Mr. Vaibhav Tantia, Mr. Amrit Jyoti Tantia, Directors of the Company and Mrs. Sonam Lakhotia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamations embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble NCLT, Kolkata Bench and/or any other authority(ies) while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme as may deem fit and proper.”

➤ **FOR CONSIDERATION OF SECURED CREDITORS OF GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY**

“RESOLVED THAT based on the recommendations of the Audit Committee of the Board and pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ('IT Act'), and other applicable laws, including applicable provisions of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by the Hon'ble National Company Law Tribunal (NCLT) or such other competent authority(ies), as may be applicable, the consent of the **Secured Creditors of GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** be and is hereby accorded to the **Scheme of Amalgamation** of Alcon Builders and Engineers Private Limited (Transferor Company No.1) and Jogbani Highway Private Limited (Transferor Company No.2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") with **Appointed Date, 1st April, 2026**, without any modification(s).

RESOLVED FURTHER THAT Mr. Atul Tania, Jt. Managing Director & CFO, Mr. Vaibhav Tania, Director & COO, and Mrs. Sonam Lakhota, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT, Kolkata Bench and/or any other authority(ies) while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme as may deem fit and proper.”

➤ **FOR CONSIDERATION OF UNSECURED CREDITORS OF GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY**

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), Section 2(6) read with any other applicable provisions of the Income Tax Act, 2025 (as amended, modified, replaced or re-enacted, from time to time) ('IT Act'), and other applicable laws, including applicable provisions of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and enabling clauses of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, sanctions, consent, observations by the Hon'ble National Company Law Tribunal (NCLT) or such other competent authority(ies), as may be applicable, the consent of the **Unsecured Creditors of GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** be and is hereby accorded to the **Scheme of Amalgamation** of Alcon Builders and Engineers Private Limited (Transferor Company No.1) and Jogbani Highway Private Limited (Transferor Company No.2) with GPT Infraprojects Limited (Transferee Company) and their respective shareholders (hereinafter referred to as the "Scheme") with **Appointed Date, 1st April, 2026**, without any modification(s).

RESOLVED FURTHER THAT the Board or any committee of Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Board of Directors of the Transferee Company or to any Director of the Transferee Company or Officer(s) or Authorized Representative(s) of the Transferee Company to give effect to this Resolution.

RESOLVED FURTHER THAT Mr. Atul Tania, Jt. Managing Director & CFO, Mr. Vaibhav Tania, Director & COO, and Mrs. Sonam Lakhota, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamations embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT, Kolkata Bench and/or any other authority(ies) while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme as may deem fit and proper.”

TAKE FURTHER NOTICE that persons entitled to attend and vote at the meeting may attend and vote in person or by proxy, provided that the instruments of proxy, in the prescribed form, are duly deposited at the respective registered offices of Transferor Company No.1 and Transferee Company not later than 48 hours before the scheduled time of commencement of the respective meetings. The prescribed form of proxy may be obtained from the respective registered offices of Transferor Company No.1 and Transferee Company and is enclosed along with this Notice.

Copies of the Scheme of Amalgamation and of the Explanatory Statement under Section 230 and Section 102 of the Companies Act, 2013 can be obtained free of charge at the respective registered offices of Transferor Company No.1 and Transferee Company.

The Hon'ble National Company Law Tribunal, Kolkata Bench, has appointed **Mrs. Kinjal Doshi, CA** (Email ID: kinjal0311@gmail.com) as Chairperson for the said meeting including any adjournment thereof.

The Hon'ble National Company Law Tribunal, Kolkata Bench, has appointed **Ms. Arundhati Barman Roy, Advocate** (Email ID: arundhatibroy1610@gmail.com) as scrutinizer for the said meeting including any adjournment thereof.

The Scheme, if approved at the respective meetings of Transferor Company No.1 and Transferee Company will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Kolkata Bench.



Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013 along with copy of the Scheme of Amalgamation and other enclosures including Proxy Form are enclosed herewith.

Dated this 6th day of October, 2026

Place: Mumbai

Sd/-
Kinjal Doshi, CA
Chairperson appointed for the Meeting

Notes:

1. Secured Creditors of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY No.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** will be represented at the meeting by an officer duly authorised by the Bank to vote on the resolution.
2. An Unsecured Creditor, entitled to attend and vote at the meeting, is entitled to appoint a proxy and such proxy need not be an unsecured creditor of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** or **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** or any of the Applicant Companies.
3. All alterations made in the Form of the Proxy should be initialled.
4. A person can act as proxy on behalf of unsecured creditors not exceeding fifty and holding in the aggregate not more than ten percent of the total unsecured debt of the company carrying voting rights.
Provided that an unsecured creditor holding more than ten percent of the total unsecured debt of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other unsecured creditor.
5. Notice convening the meeting is being sent to all those who are secured creditors of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** as on 31st July, 2026. Notice convening the meeting is being sent to all those who are unsecured creditors of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** as on 31st July, 2026.
6. In compliance with the NCLT Order, Notice of the Meeting along with Explanatory Statement and the accompanying documents as mentioned in the index, is being sent through electronic mode to those Creditors whose email addresses are registered/available with the Company.
Notice of the Meeting along with Explanatory Statement and the weblink (including the exact path) where complete details of all the accompanying documents as mentioned in the index can be accessed, shall be physically sent to those Creditors whose email addresses are not available with the Company. The Notice along with all the Annexures is also available on the website of Transferee Company at www.gptinfra.in.
7. A Secured Creditor of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** can attend and vote by its Authorised Representatives only.
8. An Unsecured Creditor of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1** and **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** can attend and vote either in person or by proxy and in the case of a body corporate, by a representative authorized under Section 113 of the Companies Act, 2013 by the Board of that Company to attend such meeting of the Unsecured Creditors. Copy of the Proxy Form is attached with the Notice.
9. The Form of Proxy can be obtained free of charge from **TRANSFEROR COMPANY NO.1** and **TRANSFEREE COMPANY** at their respective registered offices situated at **GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, West Bengal, India**. Venue map of the meeting is attached with the Notice.
10. Quorum and Attendance:
As per Paragraph 9(o) of the order
Secured Creditors and Unsecured Creditors
 - i. The quorum for the meeting of Secured Creditors of Transferor Company No.1 and Transferee Company shall be 2 (Two) and for the meeting of Unsecured Creditors of Transferor Company No.1 and Transferee Company shall be 15 (Fifteen).
 - ii. In the event no quorum is present at the said meeting(s) within 30 minutes from commencement of meeting then in such event the Secured Creditors and Unsecured Creditors of Transferor Company No.1 and Transferee Company physically present at the respective meeting at the venue of such meeting shall constitute the quorum.
 - iii. The attendance of such persons representing Secured Creditors and Unsecured Creditors of Transferor Company No.1 and Transferee Company shall be recorded in the minutes of the meetings.
 - iv. In the event no Secured Creditors and Unsecured Creditors of Transferor Company No.1 and Transferee Company is present to constitute quorum, the Chairperson, in consultation with scrutinizer and the Company concerned, may adjourn such meeting to any date / time and take a decision on the quorum for the adjourned.
11. The Scrutinizer appointed by the Hon'ble Tribunal shall within 2 working days from the end of the meeting shall forward her report to the Chairperson appointed by the Hon'ble Tribunal who shall declare the results of the same.
12. The Chairperson appointed by this Bench will file her report on the meeting as directed herein above in Form No CAA 4 within Fifteen days from the conclusion of the meeting duly affirmed by her affidavit.
13. The Notice convening the Meeting will be published through advertisement in the 'Financial Express' (All India Edition) in English language and 'AAJKAL' in the Bengali language, having circulation in the State of West Bengal, indicating, inter alia, the day, date and time of the Meeting.
14. The documents referred to in the accompanying Explanatory Statement shall be opened for inspection by the Secured Creditors and Unsecured Creditors at the registered office of Transferor Company No.1 and Transferee Company at **GPT**



Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, West Bengal, India between 11:00 A.M. and 01:00 P.M on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.

15. The Proxies should carry their identity proof, i.e., Pan Card/Aadhaar Card/Passport/Driving License/Voter ID Card in Original and also self-attested Xerox Copy of the same.
16. The Secured Creditors as well as Unsecured Creditors of Transferor Company No.1 and Transferee Company may contact **Ms. Sonam Lakhotia [(Email: gil.cosec@gptgroup.co.in) and (Contact No.: +033 40507000)]** in case they want any information related to the Scheme.
17. The cut-off date for determining the eligibility to vote and value of votes of the Secured Creditors of Transferor Company No.1 and Transferee Company shall be as on 31st July, 2026.
18. The cut-off date for determining the eligibility to vote and value of votes of the Unsecured Creditors of Transferor Company No.1 and Transferee Company shall be as on 31st July, 2026.
19. **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1 and GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY** have made arrangement for voting facility by physical ballot at the venue by all Secured Creditors and Unsecured Creditors of Transferor Company No.1 and Transferee Company attending the meeting for their approval to the proposed Scheme.
20. The Chairperson appointed by the Tribunal shall, at the end of discussion on the resolution on which voting is to be held, allow voting by "Ballot Paper" by the Secured Creditors and Unsecured Creditors who are present at the meeting.
21. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the resolution shall be deemed to be passed on the date of the meeting i.e., 13th November, 2026, subject to the receipt of the requisite number of votes cast in favour of the resolution.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA
KOLKATA BENCH
C.A.(CAA) NO.88/KB/2026

In the matter of:
The Companies Act, 2013;
AND

In the matter of:
An application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;
AND

In the matter of:
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
AND

In the matter of:
ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WR1988PTC294983) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

***** Transferor Company No.1

AND

In the matter of:
JOGBANI HIGHWAY PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2010PTC150039) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, North 24 Parganas, Kolkata - 700106, in the State of West Bengal.

***** Transferor Company No.2

AND

In the matter of:
GPT INFRAPROJECTS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L20103WB1980PLC032872) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

***** Transferee Company

AND

In the matter of:

1. ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED;
2. JOGBANI HIGHWAY PRIVATE LIMITED;
3. GPT INFRAPROJECTS LIMITED

.... APPLICANTS

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Company of which I am/ We are Creditors **	GPT INFRAPROJECTS LIMITED
Name of the Creditors	
Registered address of the Creditors	
Amount due as 31.07.2026 (to be filled in by the Company)	

I/We, being Creditors of the above-named company, hereby appoint:

- (1) Name.....
Address.....
E-mail ID.....
Signature.....or failing him/her,
- (2) Name.....
Address.....
E-mail ID.....
Signature.....or failing him/her,

(3) Name.....
Address.....
E-mail ID.....
Signature.....

as my/ our proxy to attend and vote (on the poll) for me/ us and on my/ our behalf at the National Company Law Tribunal convened Meeting of CREDITORS of GPT INFRAPROJECTS LIMITED to be held on FRIDAY, 13TH NOVEMBER, 2026 at GPT CENTRE, JC-25, SECTOR-III, SALT LAKE, KOLKATA - 700106 for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation at such Meeting and at any adjournment or adjournments thereof in respect of such resolution as are indicated in the notice and to vote, for me/us _____in my/our name(s) (here, if for, insert 'FOR', or if against, insert 'AGAINST') to the said Scheme of Amalgamation as my/our proxy.

Signed this _____ day of _____, 2026

Signature of Creditor

Please Affix
Revenue
Stamp of Re1

~~Signature of Proxy Holder(s)~~

(STRIKE OFF WHICH IS NOT APPLICABLE)**

Notes:

1. A Creditor, entitled to attend and vote at the meeting, is entitled to appoint a proxy and such proxy need not be an creditor of **GPT INFRAPROJECTS LIMITED - TRANSFEREE COMPANY**.
2. No person shall be appointed as Proxy who is a minor.
3. The form of Proxy to be effective must be deposited at the registered office of the Transferee Company in which he is appointed as proxy not later than 48 (Forty-Eight) hours before the scheduled time of the commencement of the said Meeting.
4. If you are a body corporate, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorized officer of such Body Corporate should be lodged at the registered office of the Transferee Company not later the 48 (Forty-Eight) hours before the Meeting.
5. All alterations made in the form of proxy should be initialed.
6. Please affix appropriate revenue stamp before putting signatures.
7. In case of multiple proxies, the proxy later in time shall be accepted.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA
KOLKATA BENCH
C.A.(CAA) NO.88/KB/2026**

In the matter of:

The Companies Act, 2013;

AND

In the matter of:

An application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of:

Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

AND

In the matter of:

ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45201WR1988PTC294983) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

******* Transferor Company No.1**

AND

In the matter of:

JOGBANI HIGHWAY PRIVATE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U45400WB2010PTC150039) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, North 24 Parganas, Kolkata - 700106, in the State of West Bengal.

******* Transferor Company No.2**

In the matter of:

GPT INFRAPROJECTS LIMITED, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L20103WB1980PLC032872) and having its Registered Office at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata - 700106, in the State of West Bengal.

******* Transferee Company**

AND

In the matter of:

1. **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED;**
2. **JOGBANI HIGHWAY PRIVATE LIMITED;**
3. **GPT INFRAPROJECTS LIMITED**

.... **APPLICANTS**

PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

Name of the Company of which I am/ We are Creditors **	ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED
Name of the Creditors	
Registered address of the Creditors	
Amount due as 31.07.2026 (to be filled in by the Company)	

I/We, being Creditors of the above-named company, hereby appoint:

- (1) Name.....
Address.....

E-mail ID.....

Signature.....or failing

him/her,

(2) Name.....

Address.....

E-mail ID.....

Signature.....or failing

him/her,

(3) Name.....

Address.....

E-mail ID.....

Signature.....

as my/ our proxy to attend and vote (on the poll) for me/ us and on my/ our behalf at the National Company Law Tribunal convened Meeting of CREDITORS of ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED to be held on FRIDAY, 13TH NOVEMBER, 2026 at GPT CENTRE, JC-25, SECTOR-III, SALT LAKE, KOLKATA - 700106 for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation at such Meeting and at any adjournment or adjournments thereof in respect of such resolution as are indicated in the notice and to vote, for me/us _____ in my/our name(s) (here, if for, insert 'FOR', or if against, insert 'AGAINST') to the said Scheme of Amalgamation as my/our proxy.

Signed this _____ day of _____, 2026

Signature of d Creditor

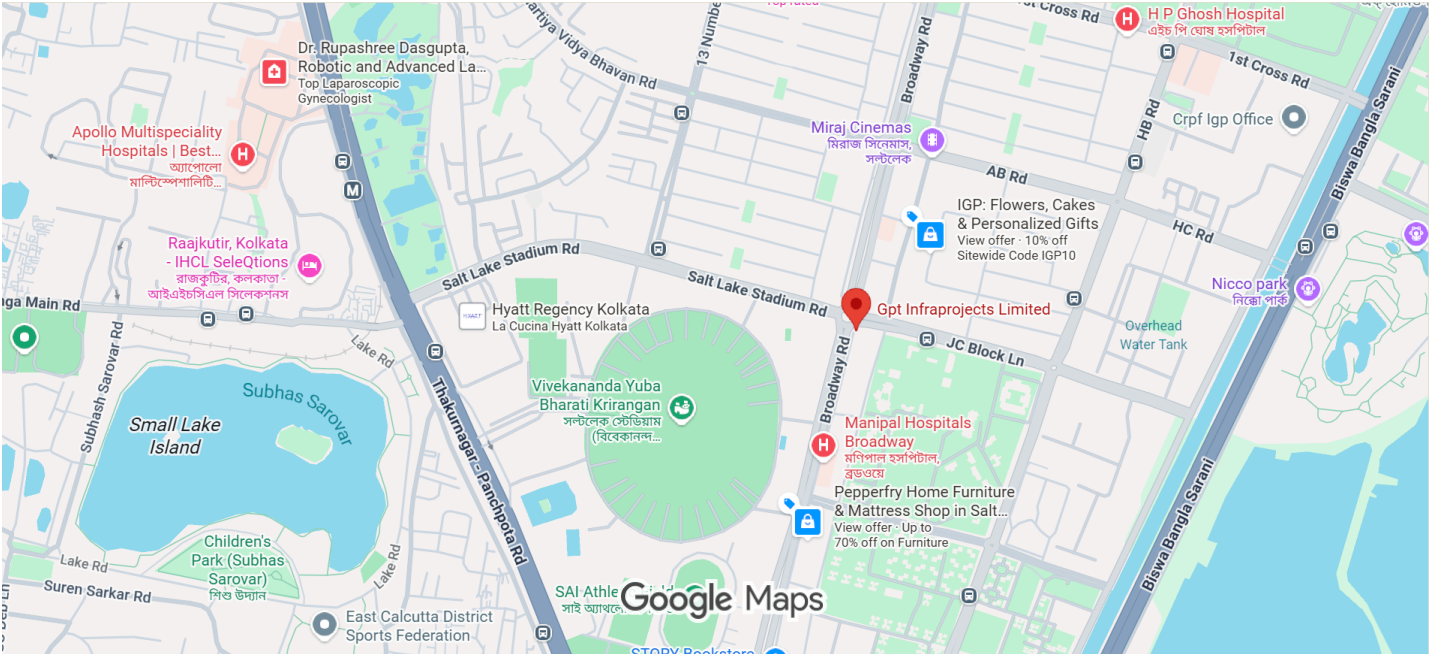
Please Affix
Revenue
Stamp of Re1

Signature of Proxy Holder(s)

(STRIKE OFF WHICH IS NOT APPLICABLE)**

Notes:

1. A Creditor, entitled to attend and vote at the meeting, is entitled to appoint a proxy and such proxy need not be a creditor of **ALCON BUILDERS AND ENGINEERS PRIVATE LIMITED - TRANSFEROR COMPANY NO.1**.
2. No person shall be appointed as Proxy who is a minor.
3. The form of Proxy to be effective must be deposited at the registered office of the Transferor Company No.1 in which he is appointed as proxy not later than 48 (Forty-Eight) hours before the scheduled time of the commencement of the said Meeting.
4. If you are a body corporate, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorized officer of such Body Corporate should be lodged at the registered office of the Transferor Company No.1 not later the 48 (Forty-Eight) hours before the Meeting.
5. All alterations made in the form of proxy should be initialed.
6. Please affix appropriate revenue stamp before putting signatures.
7. In case of multiple proxies, the proxy later in time shall be accepted.



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