



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. U45400MH2010PLC207963

(Formerly Known as Garuda Construction and Engineering Private Limited)

**Date: March 17, 2025**

To,  
The Manager  
Corporate Relationship  
Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code (BSE): 544271

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

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

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we enclosed herewith a copy of the Postal Ballot Notice dated March 17, 2025 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, March 7, 2025 ("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 Wednesday, March 19, 2025 (9:00 AM IST) and ends on Friday, April 18, 2025 (5:00 PM IST) (both days inclusive).** The result of the postal ballot will be announced Within two working days from the conclusion of Meeting.



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A copy of the Postal Ballot Notice will also be made available on the website of the Company i.e. [www. https://garudaconstructionengineering.com/](https://garudaconstructionengineering.com/) and on the website of CDSL i.e. <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 Construction and Engineering Limited**

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





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## NOTICE OF POSTAL BALLOT

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

Dear Members,

**NOTICE** is hereby given that the resolution as set out below is proposed to be passed by the Members of **Garuda Construction And Engineering Limited ("Company")**, by means of **Postal Ballot**, only by way of remote electronic voting process ('**e-voting**') being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other various relevant General Circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The proposed resolution and the explanatory statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has **appointed Mr. CS Vipin Chhawchhriya** M/s. VC & Associates, Practicing Company Secretaries (having Membership A39361), as the **Scrutinizer** for conducting the Postal Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of the Central Depository Services (India) Limited ("CDSL"), an agency authorised by the MCA, to provide remote e-voting facility to the Members of the Company instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Members are requested to read the instructions in the Notes in this Notice and record their assent or dissent on the proposed resolution to cast their votes electronically. Votes can be cast during the following period, not later than 5.00 P.M. IST on Friday, April 18, 2025. The remote e-voting facility will be disabled by CDSL thereafter.



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<b>Commencement of remote e-voting</b>	<b>9:00 a.m. (IST) on Wednesday, March 19, 2025</b>
<b>Conclusion of remote e-voting</b>	<b>5:00 p.m. (IST) on Friday, April 18, 2025 (both days inclusive)</b>

The Scrutinizer will submit his report, after completion of the scrutiny, to the Chairman of the Company or any other authorised officer(s) of the Company. The results of the Postal Ballot will be announced within two working days from the conclusion of Meeting and will be displayed on the website of the Company at [www. https://garudaconstructionengineering.com/](http://www.https://garudaconstructionengineering.com/), E-voting website of CDSL and will also be displayed at the Registered Office of the Company. The results will simultaneously be communicated to the National Stock Exchange of India Limited and BSE Limited where the securities of the Company are listed.

The proposed resolution, if approved by the requisite majority of the Members, will be considered as having duly passed on the last date specified for remote e-voting i.e. Friday, April 18, 2025.

#### **SPECIAL BUSINESS:**

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

#### **APPOINTMENT OF MR. KRISHNAKUMAR LAXMAN BANGERA (DIN: 02082675) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** in pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and in accordance with provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act **Mr. Krishnakumar Laxman Bangera (DIN: 02082675)** who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non- Executive Director of the Company with effect from **April 1, 2025** for the term of **5 years** commencing from date of **April 1, 2025 to March 31, 2030;**

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing resolution".





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**ITEM NO. 02**

**REGULARIZATION OF MR. ROHIT RAMANAND PAREEK (DIN: 10881263) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

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

" **RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Rohit Ramanand Pareek (DIN: 10881263)**, who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional Whole Time Director under Section 161(1) of the Act, is be and hereby appointed as a Whole Time Director of the Company who shall be liable to retire by rotation, for a term of 5 (Five) years with effect from December 21, 2024 to December 20, 2029.

**RESOLVED FURTHER THAT**, Mr. Rohit Ramanand Pareek, who is currently serving as the Chief Financial Officer of the Company, shall be designated as Whole-Time Director & CFO effective from Saturday, December 21, 2024.

**RESOLVED FURTHER THAT**, the approval of the Board subject to the approval of the members of the Company is be and hereby accorded to pay remuneration not more than Rs. 10,00,000 (Rupees Ten Lakhs) per annum, subject to provisions of Section 197 and 198 read with Schedule V, to Mr. Rohit Ramannad Pareek – Whole Time Director & CFO, the Board/Committee may to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to. Mr. Rohit Ramannad Pareek – Whole Time Director & CFO, as per provisions of Companies Act, 2013 and other laws applicable time to time.

**RESOLVED FURTHER THAT**, the Board of Directors 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 Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**For Garuda Construction and Engineering Limited**

Sd/-

**Pravin Kumar Brijendra Kumar Agarwal**

Managing Director

DIN: 00845482

**Place: Mumbai**

**Date: March 17, 2025**



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**Notes:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with information as required under Schedule V of the Act setting out the material facts and reasons thereto and information specified under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“hereinafter referred to as LODR”) is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide their General Circular 09/2024 dated 19<sup>th</sup> September 2024 has permitted companies to convene Annual General Meeting, Extra-ordinary General Meetings and passing of Resolutions through Postal Ballot by E-Voting. Accordingly, the Company is conducting this Postal Ballot.
3. The Notice of Postal Ballot is being sent by e-mail only to all the Members, whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 7<sup>th</sup> March 2025 (the Cut-off Date) and who have registered their e-mail address in respect of electronic holdings with the depositories and in respect of physical holdings with the Cameo Corporate Services Limited, Registrar and Share Transfer Agent, (RTA). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot.
4. The Notice will be available on the website of the Company <https://www.garudaconstructionengineering.com/>; National Stock Exchange [www.nseindia.com/](http://www.nseindia.com/); BSE Limited [www.bseindia.com](http://www.bseindia.com), and CDSL [www.evotingindia.com](http://www.evotingindia.com).
5. In terms of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI LODR as amended, the Company is pleased to provide remote E-Voting facility to all the Members of the Company. The Company has appointed Central Depository Service (India) Limited (hereinafter referred to as “Service Provider”) to facilitate the Members to cast their votes electronically (hereinafter referred to as the “Remote E-Voting”). The instructions to Shareholders for Remote E-Voting are provided as part of this Postal Ballot Notice.
6. The Remote E-Voting period begins on **Wednesday, March 19, 2025 (9:00 AM IST) and ends on Friday, April 18, 2025 (5:00 PM IST)**. The Remote E-Voting module shall be disabled by CDSL for voting thereafter. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.
7. The Board of Directors at their Meeting held on March 17, 2025 have appointed **Mr. CS Vipin Chhawchhriya M/s. VC & Associates, Practicing Company Secretaries**



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(**having Membership A39361**) as a Scrutinizer to scrutinize the Postal Ballot / Remote E-Voting in a fair and transparent manner.

8. After completion of the scrutiny of the electronic votes, the Scrutinizer will submit their report to the Chairman / Whole-time Director / Company Secretary or any other authorized personnel of the Company who shall countersign the same.
9. The results of the Postal Ballot will be announced within two working days (not exceeding three days) of conclusion of this Postal Ballot. The said results would be displayed at the Registered Office of the Company and on its website <https://garudaconstructionengineering.com/>; and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be intimated to the BSE Limited where the shares of the Company are listed.

Members holding shares in physical form are advised to update / modify any information relating to shares held in physical form. Kindly refer to the procedure as laid down in the website of the Company <https://garudaconstructionengineering.com/> and follow the procedure.

Members holding shares in dematerialisation mode may kindly contact your Depository Participant (DP) and register your email address. Members are also requested to ensure that the option to receive the communication sent by the Company by email has been duly exercised and registered with the DP, so that the Notice of Postal Ballot is duly received.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**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 **Wednesday, March 19, 2025, (9:00 AM IST) and ends on Friday, April 18, 2025 (5:00 PM IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the March 7, 2024, 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 9<sup>th</sup> December 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





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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 9<sup>th</sup> December 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-Voting facility.

**Pursuant to above said 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 <b>CDSL Depository</b>	<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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the E-Voting option for eligible companies where the E- Voting is in progress as per the information provided by company. On clicking the E- Voting option, the user will be able to see E-Voting page of the E-Voting service provider for casting your vote during the remote E-Voting period. 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li></ol>





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	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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-Voting option where the E-Voting is in progress and also able to directly access the system of all E-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services 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 E-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	3) Visit the E-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page. Click on company name or 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.



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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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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 21 09911
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.: 022 - 4886 7000 and 022 - 2499 7000

**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.



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6) If you are a first-time user follow the steps given below:

	<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 E-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN relevant to Southern Petrochemical Industries Corporation 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.
- (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.





**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. U45400MH2010PLC207963**

(Formerly Known as Garuda Construction and Engineering Private Limited)

- (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 delink 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.
  - 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 directly and to the Company at the email address viz; [shares.dep@spic.co.in](mailto:shares.dep@spic.co.in), (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL E-Voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding 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 21 09911.

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 at



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toll free no. 1800 21 09911.

A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.





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**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to special business as set out in this Notice.

<b>Name of Director</b>	<b>Mr. Rohit Ramanand Pareek</b>	<b>Mr. Krishnakumar Laxman Bangera</b>
DIN	<b>10881263</b>	02082675
Date of Birth and Age	December 4, 1980 (44 years)	April 18, 1951 (73 years)
Nationality	Indian	Indian
Date of Appointment	December 21, 2024	Appointment proposed in Postal Ballot Notice
Date of first appointment on the Board	December 21, 2024	September 30, 2024
Qualification	Bachelor's degree in Commerce (Honours) from Mumbai University	He holds diploma in Computer Programming
Experience/Expertise in specific functional areas	Rohit Ramanand Pareek, aged 44 years is already serving as Chief Financial Officer of our Company, since January 30, 2023. He currently looks into the financial affairs of the company.	He has a varied and rich working experience in organisations across teams from different cultures. He has a track record of successfully managing organisations.
Terms and Conditions of Appointment	Appointed for a term of 5 years w.e.f. December 21, 2025 in capacity of Whole Time Director and Chief Financial Officer, who shall be liable to retire by rotation.	Appointed for first term of 5 consecutive years w.e.f. September 30, 2024 in capacity of Independent Director, who shall not be liable to retire by rotation.
The justification for choosing the appointees for appointment as Independent Directors	NA	To fill the office of Director vacated due to resignation of Dilip Kumar Swarnkar
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Rohit Ramanand Pareek is not related to any of the Director of the Company	The Director is not related to Directors, Manager and other Key Managerial Personnel of the company
Details of remuneration to be paid	Not more than Rs. 10,00,000 (Rupees Ten Lakhs) per annum, subject to provisions of Section	Eligible for sitting fees and Commission, if any, as approved.



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	197 and 198 read with Schedule V, to Mr. Rohit Ramannad Pareek –Whole Time Director & CFO, the Board/Committee may to alter and vary the remuneration as it may deem fit and to fix the quantum	
Remuneration last drawn (for the FY 2024-25)	70,000 Per Month	Not Applicable
Directorship in other Companies	NA	Artemis Electricals and Projects Limited Global Exchange Company Private Limited Electro Force (India) Limited
Membership of Committees including Chairmanship if any in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee)	NA	Chairman of Audit Committee and Member of Stakeholders Relationship Committee of Artemis Electricals and Projects Limited
No. of shares held in the Company as on March 31, 2024	Nil	--
Number of Board meetings attended during the year	2	Nil

**For Garuda Construction and Engineering Limited**

Sd/-

**Pravin Kumar Brijendra Kumar Agarwal**

Managing Director

DIN: 00845482

**Place: Mumbai**

**Date: March 17, 2025**

