

GTP GRANITES LIMITED

(100% EXPORT ORIENTED UNIT)

63/1-C, Vellakkalpatti, Chettichavadi (PO), Omalur Tk, Salem - 636 012. Tamilnadu. India.

Tel : 00-91-427-2345033, E-mail : info@gtpgranites.com

CIN : U14102TZ1990PLC002722

GSTIN : 33AAACG7711K1ZQ

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT EXTRAORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF G T P GRANITES LIMITED HELD ON WEDNESDAY, 31st JANUARY 2026 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 4/36, BHARATHI STREET, SWARNAPURI, SALEM, TAMIL NADU – 636004

SPECIAL BUSINESS

SPECIAL RESOLUTION

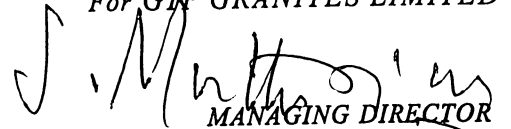
Approval for Reduction of Share Capital

"**RESOLVED THAT** pursuant to the provisions of Section 66(1)(a) and other applicable provisions of the Companies Act, 2013, (the Act) read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, and subject to confirmation by the Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench, and such other approvals as may be required, the consent of the Members be and is hereby accorded to reduce the issued, subscribed and paid-up equity share capital of the Company from Rs. 3,81,64,480 (comprising 38,16,448 equity shares of Rs. 10 each) to Rs. 3,36,34,700 (comprising 33,63,470 equity shares of Rs. 10 each) by cancelling 4,52,978 fully paid-up equity shares of Rs. 10 each held ("Identified Shares") by Aurora Trading Limited, United Kingdom, the Identified shareholder for the benefit of Harndale Granites Limited, United Kingdom, representing 11.86% of the existing paid-up share capital.

RESOLVED FURTHER THAT the said 4,52,978 fully paid-up equity shares of Rs. 10 each valued at Rs.3,81,49,807.16(@ Rs84.22/ per equity share of Rs.10/- each) as per the Valuation Report on the equity shares of the Company dated 06th November, 2025 issued by CA K C Annaahmalai, Registered Valuer, (IBBI Registration Number: IBBI/RV/06/2021/13817)a copy of which is placed before this meeting, towards extinguishment of the amount owed by the Harndale Granites Limited to the Company as recorded in the books of accounts.

RESOLVED FURTHER THAT upon such Capital Reduction becoming effective and operative and/or the receipt of such other approvals or confirmations as may be required, the liability owed by Harndale Granites Limited to the Company, as provided in the statement of material facts under Section 102 of the Act appended to this Notice, shall be adjusted against the value of the Identified Shares.

For GTP GRANITES LIMITED


MANAGING DIRECTOR

Registered
Office

4/36, Bharathi Street, Swarnapuri, Salem - 636 004. Tamilnadu. India.

Tel : 00-91-427-2448490, 2447645, 2441663

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RESOLVED FURTHER THAT upon the Capital Reduction becoming effective, the Identified Shares and also the said amount owed by Harndale Granites Limited, United Kingdom to the extent recorded in the books of accounts of the Company shall stand cancelled and extinguished automatically without any further act or deed by the holders, and the paid-up share capital of the Company shall stand reduced accordingly.

RESOLVED FURTHER THAT Mr. S. Muthurajan (DIN: 00047437), Managing Director, and Mr. R. Sivasubramanian (DIN: 01824835) be and are hereby authorised severally to take all necessary steps, make applications, file petitions before the Hon'ble NCLT and other authorities, sign documents, give effect to the adjustment, cancellation and extinguishment of the Identified Shares, engage professionals, make necessary filings, settle queries, make modifications, withdraw petitions if required, and generally do all such acts as may be necessary to give effect to the Capital Reduction."

///CERTIFIED TRUE COPY///

For and on behalf of

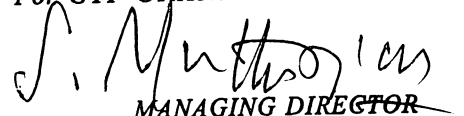
G T P GRANITES LIMITED



S. Muthurajan
Managing Director
(DIN: 00047437)

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For **GTP GRANITES LIMITED**



MANAGING DIRECTOR

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:01 Approval for Reduction of Share Capital

The Board of Directors at its meeting held on 06th September 2025 approved the proposal to reduce the paid-up share capital of the Company as stated in the resolution.

Harndale Granites Ltd, UK (HUK) owes the company a sum of Rs. 3.60 Crores towards supply of goods during the period 1997-98. The Company was informed that Harndale Granites Ltd United Kingdom (UK) (Harndale) is the beneficial owner of the shares held in the Company even though the shares are held in the name of Aurora Trading Ltd UK (Aurora). Harndale made a default in the payment of the money to the Company for the goods supplied/exported.

The Company has been pursuing the recovery of the debt due to it through Arbitration and legal measures. As per the Arbitral Award dated October 12, 2004, in order to realize the dues from Harndale, the Company filed an execution Petition REP No.59/2005, before the Additional District Judge - I, Salem (the Court) to recover the total amount of Rs 9,55,70,587 as per the said Award.

Harndale went into administrative receivership on 12th May, 2004. One M/s.Jones Day London, Chancery London, was acting on behalf of Harndale and they had vide their letter dated 21.07.2004 informed the Company, that they would like to discontinue the proceedings. Earlier, one M/s.Capco Trust London was administering the affairs of Aurora which had informed the Additional District Judge of Salem vide their letter dated 25.10.2007, that they are no longer administering Aurora, as it was transferred in July 2003 to one M/s.HWR services Ltd, British Virgin Islands.

The Company filed an application in March 2019 (in modification of the earlier one filed in December 2018) with the Additional District Judge of Salem Court informing that Harndale has to pay an amount of Rs 3,60,01,388/- being the original amount due to the Company excluding the interest and Award amount including costs and requested for permission to set off the dues against the 4,52,978 shares and balance from reserves and surplus amount.

While the Company has made many attempts to serve the notice of the Hon'ble District Court of Salem and summon the respondents Aurora including publication through official gazette of Virgin Island stage and that due to their non-appearance the respondent were set ex-parte.

For GTP GRANITES LIMITED

MANAGING DIRECTOR

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Further, the Company had approached Reserve Bank of India for approval to write off the monies owed to it against the shares and RBI directed the AD (Bank) on 28th December 2023 permitting reduction of share capital to the extent possible and has approved adjusting against the receivables a subject to compliance of the Companies Act,2013, confirmation by the Hon'ble NCLT and FEM (IND) Rules,2019 read with FEMA 1999.


The 4,52,978 equity shares of Rs.10/- each (Identified Shares) that Aurora is holding in the capital of the Company is for the benefit of Harndale. The Balance Sheet as at 31st March 2025 records the liability owed by Harndale as Rs.3,60,01,388/-. Harndale was ordered Vide Arbitral Award dated 12th October 2004 to pay a total sum of Rs.9,55,70,587/-. Since the shares are not listed and could not be sold in the open market, the Salem Court ordered for the said shares to be set off against the dues from Harndale.

Hence, in furtherance of the said Order of the Court and also based on the permission granted by RBI the resolution for reduction of paid-up share capital of the Company is proposed as a selective reduction of share capital by adjusting the amount owed by Harndale to the Company against the value of the shares held by Aurora.

The valuation of the shares of the Company carried out and Mr. K C Annaahmalai, Registered Valuer vide his report dated has determined the value of the shares of the Company of Rs 10 each @ Rs84.22 per /- (equity shares. Hence the Identified Shares are valued at Rs.3,81,49,807.16. The said amount will be set off against the amount due to the Company by Harndale as per books of accounts of the Company which is Rs 3,60,01,388/-. The excess of value of the Identified Shares over to the dues being Rs. 21,48,419.16/- will be credited to the General Reserves of the Company.

Hence the Board proposes a scheme of selective reduction of share capital. Section 66(1) of the Companies Act,2013 allows reduction of capital in any manner subject to the passing of a special resolution by the members of the Company and obtaining a confirmation of the same from the Chennai Bench of the National Company Law Tribunal (NCLT or Tribunal). One of the illustrations provided in Section 66 is that the company may by special resolution reduce the share capital with or without reducing liability on any of its shares by cancelling any paid-up share capital which is lost or is unrepresented by unavailable assets. Since the amount owed by Harndale to the Company is shown as unpaid receivable which is a current asset and considering that Harndale is unable to pay Arbitral Award amounting to Rs.9,55,70 ,587/- its dues to the Company are

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For GTR GRANITES LIMITED

MANAGING DIRECTOR

sought to be adjusted against the value of the shares held in the Company for its benefit by Aurora. Accordingly, the entire liability of Rs.3,60,01,388/- shall stand adjusted and the paid-up share capital of the Company be reduced from Rs. 3,81,64,480 (comprising 38,16,448 equity shares of Rs. 10 each) to Rs. 3,36,34,700 (comprising 33,63,470 equity shares of Rs. 10 each). The present and post shareholding pattern of the Company is depicted below:

Particulars	Present Shareholding Pattern		Post Reduction shareholding Pattern	
	Number of shares	% of Holding	Number of shares	% of Holding
S. Muthurajan	32,65,948	85.57%	32,65,948	97.10%
M/s. Aurora Trading Limited	4,52,978	11.86%	-	-
Other individual shareholders	97,522	2.56%	97,522	2.90%
Total	38,16,448	100%	33,63,470	100%

While the amount due from Harndale as per books of accounts is sought to be set-off against the value of the shares held by Aurora as stated above, the Company will continue to pursue measures for recovering the balance amount of Rs. 5,74,20,780/-

Copies of the Memorandum & articles of Association, the audited financial statements for the year ended March 31 2025, Registered Valuer Certificate are available for inspection at the Registered Office.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in this resolution except to the extent of their shareholding.

The Directors recommend the Members of the Company consider and approve the resolution item set out in the Notice by passing as a Special Resolution.

By Order of the Board

G T P GRANITES LIMITED

Date: 04/01/2026



Mr. S. Muthurajan
Managing Director
(DIN: 00047437)

Place : Salem

For GTP GRANITES LIMITED



MANAGING DIRECTOR

**MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7**

SRN: AC2285087/ BharatKoshOrderId :1-24604513676 SRN Date: 13/02/2026 13:27:14	Service Request Date: 21/02/2026
-------------------------------------------------------------------------------------------------	--------------------------------------------

RECEIVED FROM:

Name: COIMBATORE VASUDEVAN MADHUSUDHANAN
Address: KSR AND CO COMPANY SECRETARIES LLP, INDUS CHAMBERS 101 GOVT COLLEGE RD, Coimbatore South, Coimbatore South, Tamil Nadu, 641018

ENTITY ON WHOSE BEHALF MONEY IS PAID

LLPIN/CIN/DIN: U14102TZ1990PLC002722
Name: G T P GRANITES LIMITED
Address: NO 4/36BHARATHI STREET SWARNAPURI, , SALEM, , Tamil Nadu, 636004

FULL PARTICULARS OF REMITTANCE

Service Type: eFiling

Service Description	Type of Fee	Amount (Rs.)
Fee for MGT-14	Normal	600
	Additional	0
Total		600

Mode of Payment: Online

Received Payment Rupees: Six Hundred Rupees Only.

Note: The defects or incompleteness in any respect in this application as noticed shall be placed on the Ministry's website(www.mca.gov.in). In case the application is marked as RSUB, please resubmit the application within the due date. Please track the status of your transaction at all times till it is finally disposed off. (please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)

For GTP GRANITES LIMITED


MANAGING DIRECTOR

Form No. MGT-14

Filing of Resolutions and agreements to the Registrar

[Pursuant to 117(1) of The Companies Act, 2013
and Rule 24 of The Companies
(Management and Administration) Rules, 2014]

Refer instruction kit for filing the form

*All fields marked in * are mandatory*



Form language

English Hindi

Company Information

1(a) *Corporate Identity Number (CIN) of the company

U14102TZ1990PLC002722

2(a) *Name of the Company

G T P GRANITES LIMITED

(b) *Address of the registered office of the company

NO 4/36BHARATHI STREET
SWARNAPURI,NA,SALEM,Tamil
Nadu,India,636004

(c) *Email ID of the company

*****ho@gmail.com

Type and details of resolution

3 *Registration of

Resolution(s)

Agreement

Postal ballot resolution(s) under Section 110

4(a) Date of dispatch of notice for passing of resolution(s) (DD/MM/YYYY)

07/01/2026

(b) Date of passing of resolution(s) (DD/MM/YYYY)

31/01/2026

5(a) Date of dispatch of notice for passing of postal ballot resolution(s) (DD/MM/YYYY)

(b) Date of passing of postal ballot resolution(s)

Information about resolution

6 Number of resolution(s) for which the form is being filed

1

1 Details of the resolution

(a) (i) Purpose of passing the resolution

Reduction of share capital

(a) (ii) Type of allotment of securities

- i Issue of sweat equity shares ii Issue of further shares to employees under scheme of employees stock option
 iii Preferential or Private allotment iv Issue of debentures with an option to convert such debentures into shares
 v Issue of bonus shares vi Issue of preference shares vii Others

(b) (i) Section of the Companies Act, 2013 under which passed

Sec 66

(b) (ii) Section of the Insolvency and Bankruptcy Code, 2016 under which passed

(c) (i) If others, Mention the section of the Companies Act, 2013 under which passed

(c) (ii) If others, Mention the purpose of passing the resolution

(d) (i) If others, Mention the section of the Insolvency and Bankruptcy Code, 2016 under which passed

(d) (ii) If others, Mention the purpose of passing the special resolution

(e) Subject matter of the resolution

approval for Voluntary Share capital reduction under Sec 66(1)(a)

(f) Mention whether resolution passed by postal ballot

Yes No

(g) Indicate the authority passing or agreeing to the resolution

- Board of directors Shareholders Class of shareholders Creditors

(h) Whether ordinary or special resolution or with requisite majority

- Ordinary resolution Special resolution Requisite majority

Purpose of filing (Alteration in object Clause)

7(a) Is there any change in the industrial activity of the company

Yes No

(b) Search and select industry sub-class

(c) Main Sub-class of industrial activity of the company

(d) Description of the main sub-class

8 Provide the following details of liquidation

(a) Date of commencement of voluntary liquidation (DD/MM/YYYY)

(b) Number of liquidator (s)

(c) Details of Liquidator

(i) Name

(ii) income-tax permanent account number (Income-tax PAN)

(iii) IBBI Registration No.

(iv) Mobile No.

(v) Email ID

(vi) Address

Address Line1

Address Line2

Country

Pin Code/Zip code

Area/Locality

City

District

State/ UT

9 Details of agreement

(a) Date of agreement

(b) Mention the section of the Companies Act, 2013 under which the agreement is entered

(c) Mention the purpose for which the agreement is entered

(d) Subject matter of the agreement

(e) Indicate the authority adopting the agreement

Board of directors

Shareholders

Class of shareholders

Creditors

10 Service request number(SRN) of Form INC-28

11 Service request number(SRN) of RUN Form

Attachments

1 Copy(s) of resolution(s) along with copy of explanatory statement under section 102

GTP_EGM_CTC.pdf

2 Copy of agreement

MAX 2MB

3 Optional attachment(s) - if any

MAX 2MB

Declaration

I am authorised by the Board of Directors of the Company vide resolution no * dated (DD/MM/YYYY) * to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form. It is also certified that copy of the resolution(s) or agreement(s) filed herewith is or are a true copy(s) of the original.

3 Any application, writ petition or suit had not been filed regarding the matter in respect of which this petition/application has been made, before any court of law or any other authority or any other Bench or the Board and not any such application, writ petition or suit is pending before any of them.

I further declare that

"The amendments done in Articles of Association ('AoA') and / or Memorandum of Association ('MoA') are restricted to the purpose(s) selected in the form above.

***To be digitally signed by**

***Designation**

(Director/ Manager/ Secretary/Company Secretary/CEO/CFO/ Insolvency Resolution professional (IRP)/ Resolution professional (RP)/Liquidator)

Director

***Name of Director/ Manager/ Secretary/Company Secretary/CEO/CFO/ IRP/RP/liquidator**

*Director identification number of the director; or DIN or PAN of the manager or CEO or CFO or Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator; or Membership number of the Company secretary

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Certificate by Practicing Professional

I declare that I have been duly engaged for the purpose of certification of this form, it is here by certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/ applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further verify that:

- i The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii All the required attachments have been completely and legibly attached to this form.

To be digitally signed by

Chartered accountant (in whole-time practice) or

Cost accountant (in whole-time practice) or

Company secretary (in whole-time practice)

Whether associate or fellow:

Associate

Fellow

Membership number

Certificate of practice number

4408

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company.

For office use only:

e-Form Service request number (SRN)

AC2285087


e-Form filing date(DD/MM/YYYY)

13/02/2026

Digital signature of the authorising officer

This e-Form is hereby registered

Date of signing(DD/MM/YYYY)

For GTP GRANITES LIMITED

MANAGING DIRECTOR

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

For Office Use Only:

eForm Service request number(SRN)

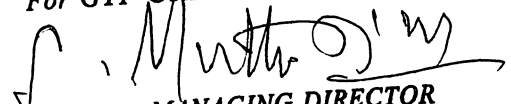
AC2285087

eForm filing date(DD/MM/YYYY)

21/02/2026

Certification signature
by *.mca.gov.in,
Validity Unknown
Digitally signed
by
*.mca.gov.in
Date:
2026.02.22
05:56:51 IST

For GTP GRANITES LIMITED


MANAGING DIRECTOR