

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF M/S OVAL PROJECTS ENGINEERING LIMITED IN THE EXTRA -ORDINARY GENERAL MEETING OF THE COMPANY HELD ON FRIDAY OCTOBER 18, 2024 THROUGH VIDEO CONFERENCING COMMENCED AT 12:30 PM AND CONCLUDED AT 01:35 P.M.

RE-APPOINTMENT/VARIATION IN THE TERMS OF APPOINTMENT OF MR. GOUTAM DEBNATH, CHAIRMAN AND MANAGING DIRECTOR

“RESOLVED THAT in supersession of earlier resolution(s) passed in this regard, pursuant to provisions of section 196 and 197 read with the schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of **Mr. Goutam Debnath**, Chairman and Managing Director of the Company (recommended by “Nomination & Remuneration Committee” and appointed by Board of Directors in their meeting held on 21st September, 2024, for a period of Five years, from **26.09.2024 to 25.09.2029**, at a remuneration and other terms and conditions as approved, and as mentioned below:

SALARY: Rs. 3,50,000/- per month, with suitable increase and revision from time to time, as approved by the Board/committee.

PERQUISITES:

1. Reimbursement of all medical expenses (including medical/hospitalization policy premium) incurred for self & family.
2. Car with driver for Company's business and also telephone at residence and mobile phone.
3. Mr. Goutam Debnath shall also be entitled to the following:
 - a) Reimbursement of traveling, entertainment and all other expenses incurred for the business of the company.
 - b) Reimbursement of leave travel expenses once in two years block for self and family.
 - c) Leave and encashment of leaves as per the rules of the Company.

OTHER TERM & CONDITIONS:

- a) The Managing Director shall be responsible for overall management and control of the operations of the company.
- b) The Managing Director shall perform his duties and exercise his powers subject to the supervision and control of the Board.
- c) The Managing Director shall use his best endeavors to promote the interest of the Company and shall not hold any other whole time employment /assignment of whatsoever nature.
- d) The Managing Director shall not be paid any sitting fee for attending meetings of the Board/Committee thereof.

Oval Projects Engineering Ltd.

Regd. Office: Milan Chakra, Badharghat,
Near Prajapita Brahmakumari P.O-A.D. Nagar,
Agartala, Tripura(West), Pincode-799003
Tele Fax : +91-3812371011,+91-9560599033
TIN :16052662160, CST: 16052564251
www.ovalprojects.com
CIN – U74900TR2013PLC008465

Old Address:

Office-UGF-A Parsvnath Mall, Site No. 11,
Sector-20A, Faridabad, Haryana, India,
Pincode-121003



OVAL PROJECTS

(A Team of Excellence For Better Future)

- e) In the event of any amendment or modifications of the Companies Act, 2013, if required, the remuneration and perquisites payable to Managing Director may be varied by the board.
- f) During the tenure of his term of office he shall not be liable to retire by rotation."

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is lower, unless otherwise determined by the Board of Directors."

RESOLVED FURTHER THAT the Board of Directors of Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary and expedient for giving effect to this resolution and directors of the Company be and are severally authorized to file e-forms/documents as may be required to be submitted, with the Registrar of Companies Shillong, Ministry of Corporate Affairs Portal."

For and on Behalf of Oval Projects Engineering Limited

For OVAL Projects Engineering Pvt. Ltd.


Goutam Debnath
Chairman & Managing Director
DIN- 06923261

Goutam Debnath

Managing Director

DIN: 06923261

R/O: BF/3 Rajmala, Agartala To Bishalgarh

Road, Opp - Bardowali H.S School,

Arundhutinagar West Tripura, Tripura

India 799003

Oval Projects Engineering Ltd.

Regd. Office: Milan Chakra, Badharghat,
Near Prajapita Brahmakumari P.O-A.D. Nagar,
Agartala, Tripura(West), Pincode-799003
Tele Fax : +91-3812371011,+91-9560599033
TIN :16052662160, CST: 16052564251

www.ovalprojects.com

CIN – U74900TR2013PLC008465

Old Address:

Office-UGF-A Parsvnath Mall, Site No. 11,
Sector-20A, Faridabad, Haryana, India,
Pincode-121003



OVAL PROJECTS

(A Team of Excellence For Better Future)

Oval Projects Engineering Ltd.

Regd. Office: Milan Chakra, Badharghat,
Near Prajapita Brahmakumari P.O-A.D. Nagar,
Agartala, Tripura(West), Pincode-799003
Tele Fax : +91-3812371011,+91-9560599033
TIN :16052662160, CST: 16052564251

www.ovalprojects.com

CIN – U74900TR2013PLC008465

Old Address:

Office-UGF-A Parsvnath Mall, Site No. 11,
Sector-20A, Faridabad, Haryana, India,
Pincode-121003