



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106, West Bengal (India)

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NOTICE OF THE 41st ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of **GPT INFRAPROJECTS LIMITED** will be held on Thursday, the 19th Day of August, 2021 at 3.00 P.M. through Video Conferencing ("VC"), to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended 31st March, 2021 together with Reports of Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2020-21.
3. To appoint a Director in place of Mr. Vaibhav Tantia (DIN: 00001345), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

4. **To ratify the Remuneration of Cost Auditor and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 60,000 (Rupees Sixty Thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to M/s. S. K. Sahu & Associates, Cost Accountants (Membership No.28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2021-22 be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution."

5. **To approve the Remuneration payable to Mr. Amrit Jyoti Tantia, Vice President (Operations) of the Company and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and pursuant to the recommendations of Audit Committee, Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the revision of remuneration of Mr. Amrit Jyoti Tantia, Vice President (Operations), a relative (son) of Mr. Shree Gopal Tantia, Managing Director of the Company, for holding an office or place of profit in the Company with effect from 1st August, 2021 at a monthly remuneration as detailed in the explanatory statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of his appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Amrit Jyoti Tantia."

"RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings

as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

6. Fixation of charges for service of documents through a particular mode, if requested by a shareholder and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members be and are hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses for delivery of documents through a particular mode, if any request has been made by a member for delivery of any such document to him through a particular mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company”.

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

7. Reappointment of Mr. Shree Gopal Tantia as the Managing Director:

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 Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals or permissions, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and

Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Shree Gopal Tantia (DIN 00001346), as the Managing Director of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. Salary : ₹ 9,00,000/- per month with effect from 1st August, 2021 with such increments as the Board may approve on the recommendation of NRC from time to time, subject however to a ceiling of ₹ 14,00,000/- per month as Basic Salary.
2. Perquisites:
 - a. Medclaim Group Insurance: As per the rules of the Company.
 - b. Club Fees payable subject to maximum of two clubs.
 - c. LTA as per rules of the Company.
 - d. Personal Accident Insurance: As per the rules of the Company.
 - e. Leave: As per the rules of the Company.
 - f. Gratuity: As per the rules of the Company.
 - g. Bonus: As per the rules of the Company.
 - h. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
 - i. Company Car and Telephone: Use of Company's Car along with driver and telephone at the residence and Mobile phone for official use purposes.
3. Other terms & Conditions :
 - a. Period of appointment: Form 1st August, 2021 to 31st July 2024.
 - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
 - c. Mr. Shree Gopal Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

“RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Shree Gopal Tantia, where in any financial year during the currency of tenure of Mr. Shree Gopal Tantia, the Company has no profits or its profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Shree Gopal Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

8. Reappointment of Mr. Atul Tantia as Whole-Time Director:

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 Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination

& Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Atul Tantia (DIN 00001238), as Whole Time Director designated as Executive Director & CFO of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary : ₹ 6,00,000/- per month with effect from 1st August, 2021 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹ 10,00,000/- per month as Basic Salary.
2. House Rent Allowance: ₹ 1,50,000/- per month.
3. Perquisites:
 - a. Mediciam Group Insurance: As per the rules of the Company.
 - b. Club Fees payable subject to maximum of two clubs.
 - c. LTA as per rules of the Company.
 - d. Personal Accident Insurance: As per the rules of the Company.
 - e. Leave: As per the rules of the Company.
 - f. Gratuity: As per the rules of the Company.
 - g. Bonus: As per the rules of the Company.
 - h. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
 - i. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes.
4. Other terms & Conditions :
 - a. Period of appointment: Form 1st August, 2021 to 31st July, 2024.
 - b. The terms of appointment may be terminated by either party by giving three months’ notice in writing.
 - c. Mr. Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

“RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Atul Tantia, where in any financial year during the currency of tenure of Mr. Atul Tantia, the Company has no profits or its profits are inadequate.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Atul Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

9. Reappointment of Mr. Vaibhav Tantia as Whole-Time Director:

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 Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee (“NRC”) and Board of Directors

(“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Vaibhav Tantia (DIN 00001345), as Whole Time Director designated as Director & COO of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary : ₹ 6,00,000/- per month with effect from 1st August, 2021 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹ 10,00,000/- per month as Basic Salary.
2. House Rent Allowance: ₹ 1,50,000/- per month.
3. Perquisites:
 - a. Mediciam Group Insurance: As per the rules of the Company.
 - b. Club Fees payable subject to maximum of two clubs.
 - c. Personal Accident Insurance: As per the rules of the Company.
 - d. Leave: As per the rules of the Company.
 - e. Gratuity: As per the rules of the Company.
 - f. Bonus: As per the rules of the Company.
 - g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
 - h. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes.
4. Other terms & Conditions:
 - a. Period of appointment: Form 1st August, 2021 to 31st July, 2024.
 - b. The terms of appointment may be terminated by either party by giving three months’ notice in writing.
 - c. Mr. Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors”

“RESOLVED FURTHER THAT pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Vaibhav Tantia, where in any financial year during the currency of tenure of Mr.

Vaibhav Tantia, the Company has no profits or its profits are inadequate.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Vaibhav Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

10. Payment of Commission to Mr. Dwarika Prasad Tantia Non -Executive Chairman 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 Sections 197, 198 and Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules

made there under, consent of the Company be and is hereby accorded to the payment of commission at a rate of 1% (One percent) of the net profits of the Company for the financial year 2021-22 to Mr. Dwarika Prasad Tantia, Non-executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceeds fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2021-22)”.

“**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided/approved by the Board of Directors and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

By Order of the Board of Directors

A. B. Chakrabarty

Company Secretary

M. No.: FCS 7184

Place: Kolkata

Date: 21st June, 2021

Notes:

1. In view of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members in compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. The Link Intime India Private Limited ("LI IPL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the AGM through VC is explained hereunder and is also available on the website of the Company at www.gptinfra.in.
2. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Regulations 26(4) and 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM as mentioned in Item No. 3, 7, 8 and 9 of this AGM Notice is also annexed hereto.
3. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorised Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, LI IPL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorised signatory(ies) who are authorised to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to daga.ashok@gmail.com with a copy marked to instameet@linkintime.co.in and gil.cosec@gptgroup.co.in.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2021 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2021 has been uploaded on the website of the Company at www.gptinfra.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of LI IPL (agency for providing the Remote e-Voting facility) i.e. www.linkintime.co.in.
7. Members can raise questions during the meeting or in advance at gil.cosec@gptgroup.co.in. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
8. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialised form) or with Linkintime (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialised form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding

shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA on kolkata@linkintime.co.in or gil.cosec@gptgroup.co.in, to enable the Company to send electronic communications.

9. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited, Unit: GPT Infraprojects Limited, Room Nos.: 502 & 503, 5th Floor, Vaishno Chamber, Kolkata – 700 001 for updating their registered address, email address, bank account details, NECS (National Electronic Clearing Services) mandate and changes therein, if any. Members holding shares in electronic form are requested to update such details with their respective Depository Participants.
10. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from 1st April, 2019, except in case of transmission and transposition of securities. In view of the same and to avail various benefits of dematerialisation, Shareholders are advised to dematerialise shares held by them in physical form and for ease in portfolio management.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th August, 2021 to Thursday 19th August, 2021 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of the Members eligible for dividend on equity shares for the financial year ended 31st March, 2021, if declared at the Annual General Meeting.
12. The Board of Directors at its meeting held on 21st June, 2021, has recommended payment of final dividend on equity shares @ 10% ₹ 1.00 per equity share for the financial year 2020-21. The dividend so recommended by the Board, if declared by the members at the Annual General Meeting, shall be paid within statutory time limit to those members (a) whose names appear as beneficial owners at the end of the business hours on 12th August, 2021 in the list of beneficial owners to be provided by NSDL and CDSL in respect of shares held in electronic (demat) form and (b) whose names appear in the Register of Members of the Company on 12th August, 2021, after giving effect to valid transmission/ transposition requests lodged with the Company as of the close of business hours on 12th August, 2021.
13. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. The above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10 %*	Update/Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%	
Submitting Form 15G/ Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.
An Insurance Company as specified under Sec 194 of the Income Tax Act, 1961)	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.

* Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in any financial year does not exceed ₹ 5,000.

Non-Resident Shareholder:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	None.
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	Update/Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). In order to apply the Tax Treaty rate, ALL the following documents would be required: 1) Copy of Indian Tax Identification number (PAN). 2) Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident. 3) Form 10F duly filled and signed (Format attached herewith). 4) Self-declaration from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty - Non-resident receiving the dividend income is the beneficial owner of such income - Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company.

The aforesaid documents, as applicable, should be sent to the RTA / Company on or before 12th August, 2021 to enable the Company to determine the appropriate TDS rates. No communication on the tax determination/deduction received post 12th August, 2021 shall be considered for payment of the Final Dividend. It is advisable to upload the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

No claim shall lie against the Company for such taxes deducted.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company shall arrange to e-mail the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

14. The Securities and Exchange Board of India ("SEBI") has

made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. In the absence of ECS facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

15. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank

account as per the mandate given by the Shareholders to their Depository Participant(s). In the absence of availability of NECS/ECS/NEFT facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. For Shareholders who have not updated their bank account details, Dividend Warrants / Demand Drafts will be sent to their registered addresses.

16. Members wishing to claim dividends pertaining to the year 2014, 2015, 2016, 2017, 2018, 2019 & 2020 which remain unclaimed /unpaid are requested to write/ do correspondence with the Company Secretary of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 (5) of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company www.gptinfra.in. The Company was not required to transfer any shares to the demat account of Investors Education and Protection Fund under the provision of Section 124(6) of the Companies Act, 2013, as no shares relevant to unpaid dividend, remain unclaimed for continuous period of seven years
17. Relevant documents referred to in the Notice as well as annual accounts of the subsidiary, associates and joint ventures will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of 41st Annual General Meeting and Annual Report of your Company for Financial Year 2020-21 would also be made available on the Company's website: www.gptinfra.in.
18. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 and register of Contracts and arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members in electronic mode. Members can inspect the same by sending an e mail to gil.cosec@gptgroup.co.in.
19. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
20. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at gil.cosec@gptgroup.co.in to facilitate clarifications during the AGM.
21. The venue of the AGM shall be deemed to be the Registered Office of the Company at GPT Centre, JC 25, Sector- III, Salt Lake, Kolkata – 700 106.
22. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**
VOTING THROUGH ELECTRONIC MEANS
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (LI IPL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by LI IPL.
 - b) The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
 - c) The remote e-voting period commences on Monday, 16th August, 2021 (at 9.00 a.m. IST) and ends on Wednesday, 18th August, 2021 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., Thursday, 12th August, 2021, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
23. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e., 12th August, 2021.

24. Any person, 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 obtain the login ID and password by sending a request at

kolkata@linkintime.co.in. However, if he/she is already registered with LIIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

25. Instructions for shareholders to vote electronically:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • 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: https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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 provided links for the respective ESP where the E Voting is in progress

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
	<ul style="list-style-type: none"> 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). Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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’. 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.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified

true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.
 - ▶ 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".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ▶ Select the "Company" and 'Event Date' and register with your following details: -

- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.

- ▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the General Meeting through Insta Meet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on gil.cosec@gptgroup.co.in.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

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

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. 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 and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.

5. 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.
6. 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 Annual 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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application

by clicking on the link <https://www.webex.com/downloads.html/>

26. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 02/2021 date 13th January, 2021.

Other Instructions:

- (i) The results of the e-voting will be declared not later 2 working days of conclusion of the AGM.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 12th August, 2021.
- (iii) A copy of this notice has been placed on the website of the Company and the website of LI IPL.
- (iv) Mr. Ashok Kumar Daga, Practicing Company Secretary (Certificate of Practice Number 2948) has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

- (v) The Scrutinizer shall after the conclusion of voting through Video Conferencing, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (vi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gptinfra.in and on the website of LI IPL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.
- (vii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday 19th August, 2021.

27. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT VIDE ITEM NO. 3,7,8 & 9 in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Shree Gopal Tantia	Mr. Atul Tantia	Mr. Vaibhav Tantia
DIN	00001346	00001238	00001345
Date of Birth and Age	14 th October, 1964/56 Years	16 th March, 1980/41 Years	18 th May, 1981/40 years
Date of Appointment on the Board	01 st January, 1987	27 th February, 2004	13 th August, 2012
Qualifications	Commerce Graduate	B.S. Finance, Wharton School B.S. Systems Engineering University of Pennsylvania, USA	B.S. Finance, Wharton School B.S. Civil Engineering University of Pennsylvania, USA
Experience and Expertise	Mr. Shree Gopal Tantia aged 56 years, is commerce Graduate and is having vast experience of about 38 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/implementation of number of projects with logistical and technical complexity and is adequately conversant with modern management techniques, construction planning and execution, inventory management, progress monitoring, and quality assurance of works. He has contributed immensely in guiding the Company towards the path of success, growth as well as its achievements.	Mr. Atul Tantia aged 41 years, obtained his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA in addition to M.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He is having 18 years of experience in project operations including overseas projects, Finance and Banking and Investors Relation. As the Executive Director & CFO of the Company, Mr. Atul Tantia is responsible for the overall working/operations of the Company and is instrumental in making strategic decisions for the Company.	Mr. Vaibhav Tantia aged 40 years, graduated from the University of Pennsylvania, USA, in March 2003, with his Bachelor of Science in Economics with concentration in Finance from the Wharton School, and B.S. in Civil Engineering from the School of Engineering. After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructurings. He worked as an Analyst in Evercore Partners, New York from June 2003 – September 2004, before joining the group in its infrastructure foray. He has the work experience of about 17 years in infrastructure and civil engineering business.
Shareholding in GPT Infraprojects Limited	1631624 Equity Shares	634912 Equity Shares	684752 Equity Shares
Disclosure of relationship between directors inter-se	Mr. Shree Gopal Tantia is not related to any director or key managerial personnel of the Company.	Mr. Atul Tantia is Son of Mr. Dwarika Prasad Tantia the Chairman of the Company and Brother of Mr. Vaibhav Tantia, Director & COO of the Company.	Mr. Vaibhav Tantia is son of Mr. Dwarika Prasad Tantia the Chairman of the Company and brother of Mr. Atul Tantia, Executive Director & CFO of the Company.
Names of Listed entities in which the person also hold the directorship and membership of committees of the Board #	Directorship: None Membership: None	Directorship: None Membership: None	Directorship: None Membership: None

Note: Excludes Directorships in Private Limited Companies and Foreign Companies.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 4:

The Board, on the recommendation of Audit Committee, has approved the reappointment and remuneration of M/S. S.K. Sahu & Associates, Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2021-22.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the Ordinary resolution set out in Item No. 4 of the Notice for approval of the members

Item No. 5:

Mr. Amrit Jyoti Tantia, aged 30 years, is Vice President (Operations) of the Company. He is a Bachelor of Commerce (Hons) from St. Xavier’s College and also holds Master’s Degree in Management, Organizations and Governance from London School of Economics and Political Science, London. He joined the Company in the year 2013 as Management Trainee.

Mr. Amrit Jyoti Tantia has over 8 years of experience in the infrastructure industry. As the Vice President (Operations) of the Company, he is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution.

In order to adequately compensate the Vice President (Operations) and taking into account the size and operations of the business of the Company, the Board of Directors had approved at their meeting held on 21st June, 2021, on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, subject to the consent of the Members of the Company, to revise the remuneration payable to Mr. Amrit Jyoti Tantia w.e.f. from 1st August, 2021.

Mr. Amrit Jyoti Tantia is son of Mr. Shree Gopal Tantia, Managing Director of the Company. The aforesaid revision of remuneration will be deemed to be holding an office / place of profit by a relative of Director within the meaning of Section 188 of the Companies Act, 2013. Hence, prior approval of the members by way of Ordinary Resolution is sought and accordingly, the Board recommends the ordinary resolution as set out in item No. 5, of the Notice for approval of the members.

The information as required under with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under:

- (a) Name of the related party: Mr. Amrit Jyoti Tantia.
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Shree Gopal Tantia, Managing Director.
- (c) Nature of relationship: Mr. Amrit Jyoti Tantia is son of Mr. Shree Gopal Tantia, Managing Director and one of the Promoters of the Company. Mr. Amrit Jyoti Tantia is himself holding 947680 equity shares. The total shareholding of Mr. Amrit Jyoti Tantia along with that of his relatives is 3499952 equity shares, constituting 12.03% of the paid-up equity share capital of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: It is proposed to pay a remuneration of ₹ 5,00,000/- per month subject to maximum of ₹ 7,50,000/- per month as basic remuneration. He will also be entitled to following perquisites, benefits and allowances as per the Company’s rules.
 - a. Mediclaim Group Insurance: As per the rules of the Company.
 - b. Club Fees payable subject to maximum of two clubs.
 - c. LTA as per rules of the Company.
 - d. Personal Accident Insurance: As per the rules of the Company.
 - e. Leave: As per the rules of the Company.
 - f. Gratuity: As per the rules of the Company.
 - g. Bonus: As per the rules of the Company.
 - h. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
 - i. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes.

Save and except Mr. Amrit Jyoti Tantia, Mr. Shree Gopal Tantia, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution at Item No.5 of the Notice.

Item No. 6:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him / her by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that, a member may request for delivery of any documents through a particular mode, in consideration of such fees as may be determined by the shareholders in the Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., the Board of Directors in their meeting held on 21st June, 2021 has proposed that a sum equivalent to the estimated actual expenses for delivery of any documents through a particular mode be taken to cover the cost of delivery, if any request has been made by any member for delivery of such documents to him through such mode of service. The requisite fee (by way of Demand Draft) has to be sent to the Company by the shareholder clearly stating the document desired to be received through a particular mode. Further, considering the huge number of shareholders of the Company, it would not be practically feasible to accept 'lumpsum' advances from shareholders and continue maintaining their running ledger balances for this purpose.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary resolution set out in Item No. 6 of the Notice for approval of the members

Item No. 7:

The Shareholders of the Company at the 38th AGM of the Company held on 21st August, 2018, had approved the reappointment of Mr. Shree Gopal Tantia, as the Managing Director of the Company for a period of three (3) years commencing from 1st August, 2018 to 31st July, 2021.

The Board of Directors at their meeting held on 21st June, 2021 based on the recommendations of the Nomination and Remuneration Committee, approved the reappointment of Mr. Shree Gopal Tantia as the Managing Director of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024, liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the reappointment of Mr. Shree Gopal Tantia as the Managing Director is in the best interest of the Company and accordingly, recommend the special resolution as set out in Item No. 7 of the Notice for approval of the members.

Save and except Mr. Shree Gopal Tantia, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution at Item No.7 of the Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not committed any default in payment of dues to any bank or public financial institution or non convertible debenture holders or any other secured creditor;

- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder :

I. GENERAL INFORMATION

Name	Mr. Shree Gopal Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure. (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.

Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982
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In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
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Particulars	(₹ In Lacs, except per share data)			
	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Earnings before Int., Tax, Dep. (EBITA)	8,510.18	8,359.73	9,133.61	8,393.98
Profit/(loss) before Tax(PBT)	2,963.29	2,553.90	3,044.97	1,867.16
Profit after Tax (PAT)	2,057.33	1,702.39	2,048.02	1,282.66
Add: Other Comprehensive Income (net of tax)	17.41	7.81	365.10	(447.31)
Net profit attributable to the owners of the Company.	2,074.74	1,710.20	2,021.60	1,503.65
Profit and loss brought forward	10,845.93	9,038.52	13,821.67	12,220.81
Amount available for appropriation	12,920.67	10,845.93	15,843.27	13,821.67
Earnings per Share:				
Basic	7.07	5.85	6.95	5.17
Diluted	7.07	5.85	6.95	5.17

Foreign investments or collaborators, if any	The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows: 1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company. 2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company. 3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.
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II. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Shree Gopal Tantia aged 56 years, a commerce graduate and is having vast experience of about 38 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/implementation of number of projects with logistical and technical complexity and is adequately conversant with modern management techniques, construction planning and execution, inventory management, progress monitoring, and quality assurance of works. He has contributed immensely in guiding the Company towards the path of success, growth as well as achievements.
Past remuneration	The past remuneration of Mr. Shree Gopal Tantia is Salary ₹ 8,00,000/- per month. Perquisites were same as now proposed.
Recognition or awards	None
Job profile and his suitability	Mr. Shree Gopal Tantia had been the Managing Director of the Company for the period from 1987 to 2004, and thereafter again from 2007 till date. He had functioned as the Managing Director of the Company and led the Company towards phenomenal growth for the last 38 years. His suitability to the job is beyond comparison and accordingly, Mr. Shree Gopal Tantia, with his Knowledge & experience is best suited for the said position.
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Shree Gopal Tantia is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Shree Gopal Tantia makes it all the more reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Shree Gopal Tantia himself, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Shree Gopal Tantia holds 1631624 equity shares as on date. However, being interested, he shall abstain from voting on the resolution. Further, Mr. Shree Gopal Tantia is also not related to any other director or key managerial personnel of the Company.

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2020-21 :

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

This explanatory statement may also be regarded as disclosure under the Listing Regulations.

Item No. 8:

The Shareholders of the Company at the 38th AGM of the Company held on 21st August, 2018, had approved the re-appointment of Mr. Atul Tantia, as Whole Time Director designated as Executive Director of the Company for a period of three (3) years commencing from 1st August, 2018 to 31st July, 2021.

The Board of Directors at their meeting held on 21st June, 2021 based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Atul Tantia as Whole Time Director designated as the Executive Director & CFO of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024, liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the re-appointment of Mr. Atul Tantia as Whole Time Director is in the best interest of the Company and accordingly, recommend the special

resolution as set out in Item No. 8 of the Notice for approval of the members.

Save and except Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution at Item No. 8 of the Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not committed any default in payment of dues to any bank or public financial institution or non convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder

I. GENERAL INFORMATION

Name	Mr. Atul Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ol style="list-style-type: none">(i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure.(ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

Financial performance based on given indicators Foreign investments or collaborators, if any

(₹ In Lacs, except per share data)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Earning before Int., Tax, Dep. (EBITA)	8,510.18	8,359.73	9,133.61	8,393.98
Profit/(loss) before Tax(PBT)	2,963.29	2,553.90	3,044.97	1,867.16
Profit after Tax (PAT)	2,057.33	1,702.39	2,048.02	1,282.66
Add: Other Comprehensive Income (net of tax)	17.41	7.81	365.10	(447.31)
Net profit attributable to the owners of the Company.	2,074.74	1,710.20	2,021.60	1,503.65
Profit and loss brought forward	10,845.93	9,038.52	13,821.67	12,220.81
Amount available for appropriation	12,920.67	10,845.93	15,843.27	13,821.67
Earnings per Share:				
Basic	7.07	5.85	6.95	5.17
Diluted	7.07	5.85	6.95	5.17

Foreign investments or collaborators, if any

The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows:

- 1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company.
- 2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company.
- 3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.

II. INFORMATION ABOUT THE APPOINTEE

Background details

Mr. Atul Tantia aged about 41 years, obtained his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA in addition to M.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He is having 18 years of experience in project operations including overseas projects, Finance, Banking and Investors Relation of the company. As the Executive Director & CFO of the Company, Mr. Atul Tantia is responsible for the overall working/operations of the Company and is instrumental in making strategic decisions for the Company.

Past remuneration

His past remuneration was Salary ₹ 5,00,000/- plus HRA ₹ 1,50,000/- per month. Perquisites were same as now proposed.

Recognition or awards

None

Job profile and his suitability

As the Executive Director & CFO of the Company, Mr. Atul Tantia was already responsible for the overall working/operations of the Company and he was instrumental in making strategic decisions for the Company. Accordingly, Mr. Atul Tantia, with his knowledge, qualification, expertise and experiences is best suited for the said position.

Remuneration proposed

It is as appearing in the proposed resolution.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Atul Tantia is commensurate with the remuneration paid to a Whole-time Director of the said profile in the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Atul Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia holds 634912, 665100 and 684752 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution.

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2020-21 :

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

This explanatory statement may also be regarded as disclosure under the Listing Regulations.

Item No. 9:

The Shareholders of the Company at the 38th AGM of the Company held on 21st August, 2018, had approved the re-appointment of Mr. Vaibhav Tantia, as Whole Time Director designated as Director & COO of the Company for a period of three (3) years commencing from 1st August, 2018 to 31st July, 2021.

The Board of Directors at their meeting held on 21st June, 2021 based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Vaibhav Tantia as Whole Time Director designated as the Director & COO of the Company for a further period of three (3) years commencing from 1st August, 2021 to 31st July, 2024, liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration,

as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the re-appointment of Mr. Vaibhav Tantia as Whole Time Director is in the best interest of the Company and accordingly, recommend the special resolution as set out in Item No. 9 of the Notice for approval of the members

Save and except Mr. Vaibhav Tantia, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution at Item No.9 of the Notice.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not committed any default in payment

of dues to any bank or public financial institution or non convertible debenture holders or any other secured creditor;

- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder:-

I. GENERAL INFORMATION

Name	Mr. Vaibhav Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ol style="list-style-type: none"> (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure. (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Particulars	(₹ In Lacs, except per share data)			
	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Earnings before Int., Tax, Dep.(EBITA)	8,510.18	8,359.73	9,133.61	8,393.98
Profit/(loss) before Tax(PBT)	2,963.29	2,553.90	3,044.97	1,867.16
Profit after Tax (PAT)	2,057.33	1,702.39	2,048.02	1,282.66
Add: Other Comprehensive Income (net of tax)	17.41	7.81	365.10	(447.31)
Net profit attributable to the owners of the Company.	2,074.74	1,710.20	2,021.60	1,503.65
Profit and loss brought forward	10,845.93	9,038.52	13,821.67	12,220.81
Amount available for appropriation	12,920.67	10,845.93	15,843.27	13,821.67
Earnings per Share:				
Basic	7.07	5.85	6.95	5.17
Diluted	7.07	5.85	6.95	5.17

Foreign investments or collaborators, if any	The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows: <ol style="list-style-type: none"> 1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company. 2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company. 3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.
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II. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Vaibhav Tantia aged 40 years, graduated from the University of Pennsylvania, USA, in March 2003, with his Bachelor of Science in Economics with concentration in Finance from the Wharton School, and B.S. in Civil Engineering from the School of Engineering. After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructurings. He has the work experience of about 17 years in the infrastructure and civil engineering division of the Company. He worked as an Analyst in Evercore Partners, New York from June 2003 – September 2004, before joining the group in its infrastructure foray.
Past remuneration	His past remuneration was Salary ₹ 5,00,000/- plus HRA ₹ 1,50,000/- per month. Perquisites were same as now proposed.
Recognition or awards	None
Job profile and his suitability	Mr. Vaibhav Tantia has the work experience of about 17 years in the infrastructure and civil engineering field. Accordingly, Mr. Vaibhav Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Executive Director & COO of the Company.
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Vaibhav Tantia is commensurate with the remuneration paid to a Whole-time Director of the said profile in respect to the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Vaibhav Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Vaibhav Tantia, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia holds, 684752, 665100 and 634912 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution.

III. OTHER INFORMATION

Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2020-21 :

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

These explanatory statements may also be regarded as disclosure under the Listing Regulations.

Item No. 10:

The Shareholders at the 37th Annual General Meeting of the Company held on 18th August, 2017, had approved the payment of Commission at a rate of 1% (one percent) of the net profit of the Company for a period of five years commencing from the financial year 2017-18 to Mr. Dwarika Prasad Tania, Chairman of the Company who is neither a Managing Director nor a Whole – Time Director of the Company. However, as per SEBI Notification dated 9th May, 2018, effective from 1st April, 2019, the approval of shareholders by special resolution shall be obtained every year, in case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. The Commission payable to Mr. Dwarika Prasad Tania, Chairman of the Company may exceed 50% of the total annual remuneration payable to all non-executive directors during the Financial Year 2021-22.

The Board of Directors at their meeting held on 21st June, 2021 based on the recommendation of the Nomination and Remuneration Committee, recommend to the shareholders, the payment of commission at a rate of 1% of the net profit of the Company for the financial year 2021-22, in addition to the fees payable for attending meetings of the Board/Committee thereof and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

The Board keeping in view of his wide experience and guidance

to the Company in day to day business and in the best interest of the Company, recommends the special resolution as set out in Item No. 10 of the Notice for approval of the members.

Save and except Mr. Dwarika Prasad Tania, Mr. Atul Tania, and Mr. Vaibhav Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution at Item No. 10 of the Notice.

Mr. Dwarika Prasad Tania, Mr. Atul Tania and Mr. Vaibhav Tania holds 665100, 634912 and 684752 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution.

Information required to be disclosed under the provisions of the Second Proviso to Section-II, Part-II of Schedule V of the Act is as follows:

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not committed any default in payment of dues to any bank or public financial institution or non convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder:-

I. GENERAL INFORMATION

Name	Mr. Dwarika Prasad Tania
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ol style="list-style-type: none"> (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure. (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.
Date or expected date of commencement of commercial production	Existing Company already commenced from 1982.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial performance based on given indicators Foreign investments or collaborators, if any

(₹ In Lacs, except per share data)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Earning before Int, Tax, Dep. (EBITA)	8,510.18	8,359.73	9,133.61	8,393.98
Profit/(loss) before Tax(PBT)	2,963.29	2,553.90	3,044.97	1,867.16
Profit after Tax (PAT)	2,057.33	1,702.39	2,048.02	1,282.66
Add: Other Comprehensive Income (net of tax)	17.41	7.81	365.10	(447.31)
Net profit attributable to the owners of the Company.	2,074.74	1,710.20	2,021.60	1,503.65
Profit and loss brought forward	10,845.93	9,038.52	13,821.67	12,220.81
Amount available for appropriation	12,920.67	10,845.93	15,843.27	13,821.67
Earnings per Share:				
Basic	7.07	5.85	6.95	5.17
Diluted	7.07	5.85	6.95	5.17

Foreign investments or collaborators, if any

The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows:

- 1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company.
- 2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company.
- 3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.

II. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Dwarika Prasad Tantia is the Non-executive Chairman and Promoter of the Company. He is a B. Com (Hons) Graduate with 45 years of experience in the Business of the Company. As Group Founder & Chairman, Mr. Dwarika Prasad Tantia sets the overall direction and vision of the Company's business and projects. In particular, Mr. Dwarika Prasad Tantia takes personal interest in international business development and project execution, and new business ventures.
Past remuneration	Mr. Dwarika Prasad Tantia entitled for sitting fee for attending the Board and Committee Meetings of the Company and was also entitled to a Commission at a rate of 1% of net profits of the Company for the Financial year 2020-21, as approved by the shareholders of the Company at their meeting held on 21st August, 2020.
Recognition or awards	None
Job profile and his suitability	To supervise the business of the Company and chair the Board meetings of the Company. Accordingly, Mr. Dwarika Prasad Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Chairman of the Company.
Remuneration proposed	It is as appearing in the proposed resolution under item No. 10
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Dwarika Prasad Tantia is commensurate with the remuneration paid to a Chairman of the said profile in respect to the similar industry and size of the Company.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Dwarika Prasad Tantia is the father of Mr. Atul Tantia, Executive Director & CFO and Mr. Vaibhav Tantia, Director & COO of the Company.

Mr. Dwarika Prasad Tantia, Mr. Atul Tantia and Mr. Vaibhav Tantia holds 665100, 634912 and 684752 equity shares respectively as on date.

He is also director of the following Companies:-

1. GPT Healthcare Private Limited
 2. GPT Castings Limited
 3. GPT Sons Pvt. Limited
 4. TM Medicare Pvt. Limited
 5. GPT Concrete Products South Africa (Pty.) Ltd., South Africa
-

III. OTHER INFORMATION

Reasons of loss or inadequate profits

Not Applicable

Steps taken or proposed to be taken for improvement

Not Applicable

Expected increase in productivity and profits in measurable terms

The Company is constantly working towards increasing its activities and this would bring about a gradual increase in turnover due to better utilization of its resources resulting in improved profitability.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2020-21 :

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
 - (ii) Details of fixed component and performance linked incentives along with the performance criteria;
 - (iii) Service contracts, notice period, severance fees;
 - (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued
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REQUEST TO MEMBERS

Members desirous of getting Information / Clarification on the Accounts and Operations of the company or intending to raise any query are requested to forward the same at least 7 days in advance of the meeting to the Company Secretary at the office address so as the same may be attended appropriately.

By Order of the Board of Directors

A. B. Chakrabarty

Company Secretary

M.No:FCS 7184

Place: Kolkata

Date: 21st June, 2021