



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700098, India

Tel: +91-33-4050-7000, Fax: +91-33-4050-7999,

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NOTICE

Notice is hereby given that the 36th Annual General Meeting of GPT INFRAPROJECTS LIMITED will be held on Friday, the 19th day of August, 2016 at 3.00 P.M. at CII-Suresh Neotia Centre of Excellence for Leadership at DC-36, Sector-I, Salt Lake City (behind City Centre), Kolkata-700064 (Location map enclosed), to transact the following business:

As Ordinary Business

1. To receive, consider and adopt the audited financial statements as at and for the year ended 31st March, 2016 together with reports of Board of Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Shree Gopal Tantia (DIN 00001346), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the re-appointment of Statutory Auditors and to fix their remuneration by passing the following resolution as an ordinary resolution with or without modification(s):

"RESOLVED THAT continuation of S. R. Batliboi & Co. LLP, Chartered Accountants, Kolkata, having Firm Registration No. 301003E / E300005 as Statutory Auditors of the Company, who were appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of 34th Annual General Meeting held on 29th August, 2014 till the conclusion of the next 5th Annual General Meeting subject to ratification of appointment by the members at every subsequent Annual General Meetings, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

As Special Business

4. To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2017:

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. S. K. Sahu & Associates, Cost

Accountants who were appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March 2017, be paid the remuneration of ₹50,000/- plus applicable taxes and out of pocket expenses, if any per year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Alteration of Articles of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, if any, read with rules made there under and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby accorded to amend the Articles of Association by insertion of Article No. 111A & 22A, after Article No. 111 and 22, respectively which are as follows:

111A That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

22A That option or right to call of shares shall not be given to any person except with the sanction of issuer in general meetings."

"RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary, proper or expedient to give effect to this resolution."

6. Re-Appointment of Mr. Shree Gopal Tantia as 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 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors

of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Shree Gopal Tantia (DIN 00001346), Managing Director of the Company for a further period of three years with effect from 1st August, 2015 at a monthly remuneration of ₹500,000/- subject to maximum of ₹1,000,000/- per month plus Bonus, allowances and perquisites as per Company's rules and such other terms and conditions as given below:

1. Salary per month: ₹500,000/- with effect from 1st August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of ₹1,000,000/- per month.
2. Perquisites:
 - a. Medical reimbursement & Medi-claim Group Insurance: As per the rules of the Company.
 - b. Leave travel concession / allowance: As per the rules of the Company.
 - c. Club Fees payable subject to maximum of two clubs.
 - 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. Encashment of Leave: As per the rules of the Company.
 - 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: From 1st August, 2015 to 31st July 2018.
 - 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."

7. **Re-Appointment 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 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Atul Tantia (DIN 00001238), Whole-time Director designated as Executive Director of the Company for a further period of three years, with effect from 1st August, 2015 at a monthly remuneration of ₹200,000/- subject to maximum of ₹400,000/- per month plus HRA being 50% of the salary and Bonus, allowances and perquisites as per Company's rules and with such other terms and conditions as given below:

1. Salary per month: ₹200,000/- with effect from 1st August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of ₹400,000/- per month.
2. House Rent allowance being 50% of the salary.
3. Perquisites:
 - a. Medical reimbursement & Medi-claim Group Insurance: As per the rules of the Company.
 - b. Leave travel concession / allowance: As per the rules of the Company.
 - c. Club Fees payable subject to maximum of two clubs.
 - 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. Encashment of Leave: As per the rules of the Company.
 - 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: From 1st August, 2015 to 31st July, 2018.
 - 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.”

8. Re-Appointment of Mr. Vaibhav Tantia as Whole-Time Director:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Vaibhav Tantia (DIN 00001345), Whole-time Director designated as Director & Chief Operating Officer (COO) of the Company for a further period of three years, with effect from 1st August, 2015 at a monthly remuneration of ₹200,000/- subject to maximum of ₹400,000/- per month plus HRA being 50% of the salary and Bonus, allowances and perquisites as per Company's rules and with such other terms and conditions as given below:

1. Salary per month: ₹200,000/- with effect from 1st August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of ₹400,000/- per month.
2. House Rent allowance being 50% of the salary.
3. Perquisites:
 - a. Medical reimbursement & Medi-claim Group Insurance: As per the rules of the Company.
 - b. Leave travel concession / allowance: As per the rules of the Company.
 - c. Club Fees payable subject to maximum of two clubs.
 - 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. Encashment of Leave: As per the rules of the Company.
 - 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: From 1st August, 2015 to 31st July, 2018.
 - 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.”

**By Order of the Board of Directors
for GPT Infraprojects Limited**

Place: Kolkata
Date: 25.05.2016

**Indranil Mitra
Company Secretary**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such proxy need not be a member of the Company. However, Proxy Form(s) duly stamped, completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
2. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. A member holding more than 10(ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Resolutions under special business set out above is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 16th August, 2016 to 19th August, 2016 (both days inclusive).
5. 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, 59C, Chowringhee Road, 3rd Floor, Kolkata-700020, 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 Participant.

6. Members wishing to claim dividends pertaining to the year 2011, 2012, 2013, 2014 & 2015 which remain unclaimed, 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 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
7. Relevant documents referred to in the Notice as well as annual accounts of the subsidiary, associate and joint ventures will be available for inspection by the members at the Registered office of the Company on all working days, except Sundays and public holidays, during 11 A.M. to 5.00 P.M. up to the date of the Meeting. The notice of 36th Annual General Meeting and Annual Report of your Company for Financial Year 2015-16 would also be made available on the Company's website: www.gptinfra.in.
8. Details under section 152 of the Companies Act, 2013 and Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / reappointment at the Annual General Meeting, forms integral part of the notice.
9. **Voting through electronic means:**
 - i. In compliance with provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members facility of voting by electronic means in respect of business to be transacted at the 36th Annual General Meeting (AGM) which included remote e-voting (i.e. voting electronically from a place other than the

venue of the general meeting) and voting at the AGM through an electronic voting system. The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of Central Depository Services Limited (CDSL) for facilitating voting by electronic means.

The process and instruction for e-voting are as under:

- (i) The voting period (Remote E-voting) begins on **Tuesday, 16th August, 2016 (10.00 am) and ends on Thursday, 18th August, 2016 (5.00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th August, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders' should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select "GPT INFRAPROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <i>*Members who have not updated their PAN with the Company / Depository Participant are requested to use the Default Sequence Number.</i>
•DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd / mm / yyyy format.
•Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

•Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the 16 digit member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant GPT INFRAPROJECTS LIMITED on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by

clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user by using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- Persons who have acquired shares and became members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 12th August, 2016, may obtain their user ID and Password for e-voting from Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3rd Floor, Kolkata-700020.

- (ii) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system / ballot. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The results of the e-voting will be declared not later than three days of conclusion of the AGM i.e. Monday 22nd August, 2016.
- 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, 2016.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. Mr. Jitendra Patnaik, Proprietor of M/s. J. Patnaik & Associates, Practicing Company Secretary (Certificate of Practice Number 3102) has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two

(2) witnesses not in the employment of the company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman.

VI. After the agenda item has been discussed, the Chairman will order Poll in respect of the agenda item. Poll will be conducted and supervised by the Scrutinizers appointed for the purpose. The shareholders / Proxies / Authorized Representatives present at the venue of the general meeting can exercise their votes through polling process. However, the shareholders who have already cast their votes through e-voting will not be entitled to participate in the polling process at the venue of the meeting. After conclusion of the Poll, the Chairman may declare the meeting as closed.

VII. The results of the Poll aggregated with the results of e-voting as per the scrutinizer's report shall be placed in the Company's website www.gptinfra.in and on the website of CDSL within three days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

10. Members / Proxies / Representatives are requested to bring the attendance slip enclosed to the Annual report / Notice for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4:

The Board, on the recommendation of Audit Committee, has approved the appointment 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 2016-17.

In accordance with the provisions of Section 148 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 2016-17.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, 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:

The existing Articles of Association of the Company was substituted at the 35th Annual General Meeting held on 1st September, 2015 as per the Companies Act, 2013 in order to align the Articles with the newly notified sections and provisions of companies Act, 2013 in substitution to the Articles of Association as per Companies Act, 1956. As advised, it is felt expedient to insert the following articles, more specifically appearing in the resolution:

- That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
- That option or right to call of shares shall not be given to any person except with the sanction of issuer in general meetings.

In view of the above the approval of the shareholders of the Company be and is hereby accorded to amend the Articles of Association by insertion of Article No. 111A & 22A, after Article No. 111 and 22, respectively which are as follows:

111A. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

22A. That option or right to call of shares shall not be given to any person except with the sanction of issuer in general meetings.

The copy of Existing Memorandum and Articles of Association and Proposed Altered Articles of Association of the Company shall be available for inspection during business hours on all working days between 11.00 hrs to 13.00 hrs at the Registered Office of the Company up to the date of the ensuing AGM and shall also be available at the meeting venue for inspection by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the Notice.

The board recommends these resolutions as set out in Item No. 5 of the Notice for your approval as Special Resolution.

Item No. 2 & 6:

1. General Profile of Mr. Shree Gopal Tantia:

Name of the Managing Director seeking re-appointment	Mr. Shree Gopal Tantia
Date of Birth / Age	14 th October, 1964 / 51 Years
Date of First Appointment on Board	1 st January, 1987
Category	Promoter / Executive Director / Managing Director
Shareholding in the Company	838366
No. of Board Meeting attended during the year	4 (Four)
Relationship with Directors / Key Managerial Personnel of the Company	Mr. Shree Gopal Tantia is not relative of any director or any key managerial personnel of the Company.

Mr. Shree Gopal Tantia aged 51 years, is commerce Graduate and is having vast experience of about 33 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.

2. Terms and conditions of Re-appointment: It is as appearing in the proposed resolution.

3. Directorship held in other Companies as on date:

Sl no.	Name of the Companies
1.	GPT Castings Limited
2.	GPT Sons Private Limited
3.	GPT Investments Private Limited, Mauritius

4. Membership / Chairmanship of Committees of other Companies as on the date: NIL

5. Information about the Appointee:

i) Background Details:

Mr. Shree Gopal Tantia aged 51 years, a commerce graduate and is having vast experience of about 33 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.

ii) Past Remuneration:

The past remuneration of Mr. Shree Gopal Tantia was salary ₹500,000/- per month. Perquisites were same as now proposed.

iii) **Recognition and Award:** None

iv) **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 29 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.

v) **Remuneration proposed:** It is as appearing in the proposed resolution.

vi) **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:**

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

vii) **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 are, in any way, concerned or interested, financially or otherwise,

in the Special Resolution set out at Item No. 6 of the Notice. Mr. Shree Gopal Tantia holds 838366 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 managerial personnel of the Company.

6. Other information:

- i) **Reasons for loss or inadequacy of profit:** Not Applicable
- ii) **Steps taken or proposed to be taken for improvements:** Not Applicable
- iii) **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.

Mr. Shree Gopal Tantia (DIN 00001346), who retires by rotation and being eligible, offers himself for re-appointment.

The period of appointment of Mr. Shree Gopal Tantia as Managing Director expired on 31st July, 2015. Considering it to be in the interest of the Company, the Board at its meeting held on 13th August, 2015 had re-appointed him as Managing Director of the Company with effect from 1st August, 2015 to 31st July, 2018, on the remuneration and terms & conditions duly approved by the Nomination & Remuneration Committee.

The re-appointment and remuneration of Mr. Shree Gopal Tantia as Managing Director requires consent of the members and the board recommends these resolutions as set out in Item No. 6 of the Notice for your approval as Special Resolution.

Item No. 7:

1. General Profile of Mr. Atul Tantia:

Name of the Whole-Time Director seeking re-appointment	Mr. Atul Tantia
Date of Birth / Age	16 th March, 1980 / 36 Years
Date of First Appointment on Board	27 th February, 2004
Category	Promoter / Executive Director designated as Executive Director
Shareholding in the Company	417456
No. of Board Meeting attended during the year	4 (Four)
Relationship with Directors / 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. Atul Tantia aged 36 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 B.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He is having 13 (Thirteen) years of experience in project operations including overseas projects, Finance and Banking. As the Executive Director 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.

2. **Terms and conditions of Re-appointment:** It is as appearing in the proposed resolution.

3. Directorship held in other Companies as on date:

Sl no.	Name of the Companies
1.	GPT Castings Limited
2.	GPT Concrete Products South Africa (Pty.) Ltd., South Africa
3.	GPT Investments Private Limited, Mauritius
4.	GPT Transnamib Concrete Sleepers (Pty) Limited, Namibia

4. Membership / Chairmanship of Committees of other Companies as on date:

Audit Committee: GPT Transnamib Concrete Sleepers (Pty) Limited, Namibia

5. Information about the Appointee:

i) Background Details:

Mr. Atul Tantia aged about 36 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 B.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He is having 13 (Thirteen) years of experience in project operations including overseas projects, Finance and Banking. As the Executive Director 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.

ii) Past Remuneration:

His past remuneration was Salary ₹170,000/- per month plus HRA 50% of Salary plus perquisites as proposed now.

iii) **Recognition or Awards:** None

iv) **Job Profile and Suitability:**

As the Executive Director 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.

v) **Remuneration proposed:** It is as appearing in the proposed resolution.

vi) **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:** The proposed remuneration payable to Mr. Atul 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.

vii) **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 are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in Item No. 7 of the Notice. Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia hold 417456, 449442 and 342376 equity shares respectively as on date. However, being

interested, they shall abstain themselves from voting on the resolution. Further, Mr. Atul Tantia is not related to any other director or managerial personnel of the Company.

6. Other information

i) **Reasons for loss:** Not Applicable

ii) **Steps taken or proposed to be taken for improvements:** Not Applicable

iii) **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.

The period of appointment of Mr. Atul Tantia as Wholetime Director designated as Executive Director expired on 31st July, 2015. Considering it to be in the interest of the Company, the Board at its meeting held on 13th August, 2015 had re-appointed him as Executive Director of the Company with effect from 1st August, 2015 to 31st July, 2018, on the remuneration and terms & conditions duly approved by the Nomination & Remuneration Committee.

The re-appointment and remuneration of Mr. Atul Tantia as Executive Director requires consent of the members and the board recommends these resolutions as set out in Item No. 7 of the Notice for your approval as Special Resolution.

Item No. 8:

General Profile of Mr Vaibhav Tantia:

Name of the Whole-Time Director seeking re-appointment	Mr. Vaibhav Tantia
Date of Birth / Age	18 th May, 1981 / 35 years
Date of First Appointment on Board	13 th August, 2012
Category	Promoter / Executive Director designated as Director & COO
Shareholding in the Company	342376
No. of Board Meeting attended during the year	4 (Four)
Relationship with Directors / Key Managerial Personnel 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 of the Company.

Mr. Vaibhav Tantia aged 35 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 11 years in 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.

2. Terms and conditions of Re-appointment: It is as appearing in the proposed resolution.

3. Directorship held in other Companies as on date:

Sl no.	Name of the Companies
1.	Jogbani Highway Private Limited

4. Membership / Chairmanship of Committees of other Companies as on the date: NIL

5. Information about the Appointee:

i) Background Details:

Mr. Vaibhav Tantia aged 35 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 11 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.

ii) Past Remuneration:

His past remuneration was Salary ₹170,000/- plus HRA 50% of Salary plus perquisites as proposed now.

iii) Recognition or Awards: None

iv) Job Profile and Suitability:

Mr. Vaibhav Tantia has the work experience of about 11 years in the infrastructure and civil engineering division of the Company.

Accordingly, Mr. Vaibhav Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Executive Director & COO of the Company.

v) Proposed Remuneration: It is as appearing in the proposed resolution

vi) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:

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.

vii) 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, in the Special Resolution set out at Item No. 8 of the Notice. Mr. Vaibhav Tantia, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia hold, 342376, 449442 and 417456 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution. Further, Mr. Vaibhav Tantia is also not related to any other director or managerial personnel of the Company.

6. Other information:

i) Reasons for loss: Not applicable

ii) Steps taken or proposed to be taken for improvements: Not applicable

iii) 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.

The period of appointment of Mr. Vaibhav Tantia as Wholetime Director designated as Director & COO expired on 31st July, 2015. Considering it to be in the interest of the Company, the Board at its meeting held on 13th August, 2015 had re-appointed him as Executive Director & COO of the Company with effect from 1st August, 2015 to 31st July, 2018, on the remuneration and terms & conditions duly approved by the Nomination & Remuneration Committee.

The re-appointment and remuneration of Mr. Vaibhav Tantia as Director & COO requires consent of the members and the board recommends these resolutions as set out in Item No. 8 of the Notice for your approval as Special Resolution.

Item No. 6, 7 & 8:

Additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

a) 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.

b) Date or expected date of commencement of commercial production: Year 1982

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d) Financial performance based on given indicators:

Financial performance based on standalone and consolidated financial results of the Company for the Financial Years 2015-16 and 2014-15 are as under

₹ in Lacs, except per share data
(₹1 Lac equals ₹100,000)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	5,847.25	4,528.19	7,434.89	6,116.08
Finance Cost	3,268.98	3,383.89	3,530.43	3,554.76
Depreciation & Amortization	1,149.86	1,155.70	1,950.64	1,976.25
Profit / (Loss) before tax (PBT)	1,428.41	(11.40)	1,998.82	585.07
Tax Expense / (Credits)	444.11	(119.45)	716.61	169.05
Profit after tax (PAT)	984.30	108.05	1,282.21	416.02
Minority Interest	-	-	52.90	6.11
Profit after tax and minority interest	984.30	108.05	1,229.31	409.91
Surplus in statement of profit and loss brought forward	5,688.47	5,594.33	7,473.00	7,077.00
Transfer from Capital redemption reserve fund	-	-	83.85	-
Amount available for appropriation	6,672.77	5,702.38	8,786.16	7,486.91
Dividend	290.86	-	290.86	-
Dividend tax	36.48	-	36.48	-
Transitional provision of depreciation of schedule II of Companies Act, 2013 (net of deferred tax of ₹6.22 lacs)	-	13.91	-	13.91
Surplus in statement of profit and loss carried forward	6,345.43	5,688.47	8,458.82	7,473.00
Earnings Per Share:				
Basic	6.86	0.75	8.94	2.86
Diluted	6.86	0.75	8.94	2.86

e) Foreign Investments or collaborations, 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 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 2,125,000 Ordinary Shares 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 4,625,000 Ordinary Shares of the company i.e., 37% of the shares are held by the Company.

**By Order of the Board of Directors
for GPT Infraprojects Limited**

Place: Kolkata
Date: 25.05.2016

**Indranil Mitra
Company Secretary**

The route map for the venue of AGM with prominent land mark is given here-in-below:





GPT INFRAPROJECTS LIMITED
(CIN:L20103WB1980PLC032872)

Regd. Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700098
Phone: +91-33-4050-7000, Fax:+91-33-4050-7999
Email: gil.cosec@gptgroup.co.in, Website: www.gptinfra.in

PROXY FORM

Name of the member (s)	
Registered Address	
Email ID	
Folio No. / DP ID-Client ID	

I/We, being the member(s) of shares of the above named Company, hereby appoint

- Name :
Address :
Email ID : Signature: ----- or failing him
- Name :
Address :
Email ID : Signature: ----- or failing him
- Name :
Address :
Email ID : Signature: -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Friday, 19th August, 2016, at 3.00 p.m. at CII-Suresh Neotia Centre Of Excellence For Leadership at DC-36, Sector-I, Salt Lake City (behind City Centre), Kolkata-700064 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements for the year ended March 31, 2016		
2.	Appointment of Mr. Shree Gopal Tantia, who retire by rotation, as a Director		
3.	Ratification of re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors and to fix their remuneration		
SPECIAL BUSINESS			
4.	Approval of Remuneration of Cost Auditors for the FY ending 31st March, 2017		
5.	Alteration of Articles of Association of the Company		
6.	Re-appointment of Mr. Shree Gopal Tantia as Managing Director		
7.	Re-appointment of Mr. Atul Tantia as Whole-time Director		
8.	Re-appointment of Mr. Vaibhav Tantia as Whole-time Director		

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
 - For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 36th Annual General Meeting.
 - * It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 - Please complete all details including details of member(s) in above box before submission.



GPT INFRAPROJECTS LIMITED

(CIN:L20103WB1980PLC032872)

Regd. Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700098

Phone: +91-33-4050-7000, Fax:+91-33-4050-7999

Email: gil.cosec@gptgroup.co.in, Website: www.gptinfra.in

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D.P. ID		Client ID	
L.F. No.		No. of Shares held	

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company held on Friday, 19th August, 2016, at 3.00 p.m. at CII-Suresh Neotia Centre of Excellence For Leadership at DC-36, Sector-I, Salt Lake City (behind City Centre), Kolkata-700064.

Name of the Shareholder
(in Capital Letters) (Signature)

Note: Shareholders attending the meeting in person or by proxy are requested to fill up the attendance slip and hand it over at the entrance of the meeting venue.

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GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: JC-25, Sector-III, Salt Lake, Kolkata- 700098

Website: www.gptinfra.in; Phone: +91-33-4050-7000, Fax:+91-33-4050-7999

ATTENDANCE SLIP

Reg. Folio/DPID & Client ID	
Name and address of the shareholder	
Joint holder	

E-voting Information

EVSN (Electronic Voting Sequence Number)	User Id (Demat Account/Folio No.)	PAN/Default Number	DOB/Dividend Bank Details
160716003	As per instructions in the Note No. 9(I)(v) of the 36th AGM Notice	Original PAN/as per Instruc- tions in the Note No. 9(I)(viii) of the 36th AGM Notice	As per instructions in the Note No. 9(I)(viii) of the 36th AGM Notice