



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,

E-mail: gil.cosec@gptgroup.co.in, visit us: www.gptinfra.in

NOTICE

Notice is hereby given that the 37th Annual General Meeting of **GPT INFRAPROJECTS LIMITED** will be held on Friday, the 18th Day of August, 2017 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, 2017 together with Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vaibhav Tantia (DIN: 00001345), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Auditors and fix their remuneration by passing, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of M/s. S. R. Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E / E300005) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting be and is hereby ratified and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties, if any, other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board."

AS ORDINARY 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 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹50,000 (Rupees Fifty 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 2017-18 be and is hereby ratified."

"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. **Payment of commission to Mr. Dwarika Prasad Tantia (DIN: 00001341), Chairman of the Company:**

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

"RESOLVED THAT pursuant to Sections 197, 198 read with Schedule V of the Companies Act, 2013, and other applicable provisions if any, of the Companies Act, 2013 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 a period of five years commencing from the financial year 2017-18 beginning on 1st April, 2017 (such profit to be computed in the manner prescribed under Section 198 of the said Act) to Mr. Dwarika Prasad Tantia, Chairman of the Company, who is neither a Managing Director nor whole-time Director of the Company".

"RESOLVED FURTHER THAT the above remuneration shall be in addition to fee 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.”

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Kashi Prasad Khandelwal (DIN:00748523), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd May, 2017 under provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Kashi Prasad Khandelwal (DIN:00748523) for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act,

2013 or any statutory modification(s) or reenactment thereof and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kashi Prasad Khandelwal (DIN:00748523), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years from the date of 37th Annual General Meeting of the Company up to the conclusion of the 42nd Annual General Meeting of the Company and the said appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Regulations and his office shall not be liable to retire by rotation”.

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

Atul Tantia

Executive Director

DIN: 00001238

Place: Kolkata

Date: 23rd May, 2017

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 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. 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.

5. Members wishing to claim dividends pertaining to the year 2011, 2012, 2013 2014, 2015 & 2016 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.
6. 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 at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during 11 A.M. to 5.00 P.M. up to the date of the Annual General Meeting. The notice of 37th Annual General Meeting and Annual Report of your Company for Financial Year 2016-17 would also be made available on the Company's website: www.gptinfra.in.
7. Details under Section 152 of the Companies Act, 2013 and Regulation 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.
8. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The 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 at the AGM.
10. **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 37th Annual General Meeting (AGM) which included remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the venue of 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 Monday, 14th August, 2017 (09.00 am) and ends on Thursday, 17th August, 2017 (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 Friday, 11th August, 2017 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.

Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non -Individual Shareholders and custodians:

- Non -Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) 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:

- (i) 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 11th August, 2017, may obtain their user ID and Password for e-voting from Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., 59C, 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, 21st August, 2017.

- 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 11th August 2017.
- 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 Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gptinfra.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to concerned stock exchanges where the company's shares are listed.

11. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Annual report /Notice for attending the meeting.
12. As per the provisions of Section 72 of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination

forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

13. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.

14. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT VIDE ITEM NO. 2 & 6 in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Vaibhav Tantia	Mr. Kashi Prasad Khandelwal
DIN	00001345	00748523
Date of Birth and Age	18 th May, 1981/36 years	4 th March, 1951/66 years
Date of Appointment on the Board	13 th August, 2012	23 rd May, 2017
Qualifications	Graduate 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	<ul style="list-style-type: none"> • Bachelor of Commerce (Honours), University of Calcutta-1972 • Bachelor of Law, University of Calcutta-1978 • Associate Chartered Accountant, The Institute of Chartered Accountants of India (ICAI)-1977 • Fellow Chartered Accountant, The Institute of Chartered Accountants of India (ICAI)- 1982 • Diploma in Information System, Audit The Institute of Chartered Accountants of India (ICAI) – 2003 • Computerized Accounting And Auditing Techniques (CAAT), The Institute of Chartered Accountants of India (ICAI) – 2004
Experience and Expertise	Mr. Vaibhav Tantia aged 36 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 12 years in infrastructure and civil engineering division of the Company.	<ul style="list-style-type: none"> • A member of The Institute of Chartered Accountants of India with 40 years of standing • Member of the Central Council of The Institute of Chartered Accountants of India during 1998-2001, 2004-2007 and 2007-2010. Chairman, Vice Chairman and member of various standing and non-standing Committees of ICAI during these periods. Also a member of Quality Review Board • Member of the EIRC of the ICAI during 1985-88 and 1988-92. Honorary Secretary, Vice Chairman and Chairman for the year: 1986-87, 1987-88 and 1988-89 respectively • Member of SAFA Center of Excellence on Ethics and Independence of Auditors, SAFA Working Group on Best Corporate Governance Practices in South Asian Countries and Committee on Accounting and Auditing Standards of South Asian Federation of Accountants (SAFA) (2009)

Name of the Director	Mr. Vaibhav Tantia	Mr. Kashi Prasad Khandelwal
Experience and Expertise (contd...)		<ul style="list-style-type: none"> • President of the Association of Corporate Advisors and Executives (1994-95) • President of the Institute of Internal Auditors, Calcutta Chapter (1995-96); • President of Direct Taxes Professionals Association (2014-15) • President of Avantika (2015-2016) • Hony. Secretary of the Institute of Internal Auditors – India (an affiliated body with its Head Quarter at Florida, U.S.A.) • Central Statutory Auditors & Statutory Auditors of Public Sector Banks, Insurance Companies and Public Sector Undertaking like: UCO Bank, LIC of India., Indian Oil Corporation Ltd. etc. • Internal Auditors of Reliance General Insurance Company Limited, Bajaj Allianz Limited, ICICI Limited and DLF Limited etc. • Independent Director on the Board of Several Companies listed in the Stock Exchanges • A prolific speaker on prime subjects such as Union Budget, Service Tax, Accounting, Auditing, Corporate Laws, Corporate Governance, Professional Ethics, Information Technology and Income Tax matters • A faculty for training programmes organized by the Ministry of Textiles and Ministry of Company Affairs, Government of India
Shareholding in GPT Infraprojects Limited	3,42,376 Equity Shares	Nil
Disclosure of relationship between directors inter-se	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.	None

Name of the Director	Mr. Vaibhav Tantia	Mr. Kashi Prasad Khandelwal
Names of Listed entities in which the person also holds the directorship and membership of committees of the Board	Directorship: None Membership: None	Directorship#: 1. Ashika Credit Capital Ltd. 2. Balasore Alloys Ltd 3. Kesoram Industries Ltd. Membership: Balasore Alloys Limited: Audit Committee: Member Risk Management Committee: Member Finance Committee: Chairman CSR Committee: Member Project Committee: Member Business Acquisition Committee: Member Kesoram Industries Limited: Audit Committee: Member Stakeholders Relationship Committee: Member Finance & Banking Committee: Member Risk Management Committee: Member Nomination & Remuneration Committee: Member Ashika Credit Capital Limited: Nomination & Remuneration Committee: Chairman Audit Committee: Member Stakeholders Relationship Committee: Member

Note: Excludes Directorships in Private Limited Companies, Foreign Companies and Government Companies

STATEMENT PURSUANT TO SECTION 102 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 2017-18.

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 2017-18.

None of the Directors, Key Managerial Personnel of the Company and 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:

In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule-V of the Companies Act, 2013

General Profile of Mr. Dwarika Prasad Tantia:

Name of the Director	Mr. Dwarika Prasad Tantia
Date of Birth/Age	27 th May, 1954/63 Years
Date of First Appointment on Board	Since Incorporation i.e. 18 th July, 1980
Category	Promoter/Non-Executive-Director & Chairman
Shareholding in the Company	4,49,442
No. of Board Meeting attended during the year	4(Four)
Relationship with Directors/Key Managerial Personnel of the Company	Mr. Dwarika Prasad Tantia is the father of Mr. Atul Tantia, Executive Director and Mr. Vaibhav Tantia, Director & COO of the Company.

2. **Terms and conditions of appointment/remuneration:** It is as appearing in the proposed resolution under item no 5.

3. Directorship held in other Companies as on date:

Sl.no.	Name of the Company
1.	GPT Healthcare Private Limited
2.	GPT Castings Limited
3.	GPT Sons Private Limited
4.	TM Medicare Private Limited
5.	GPT Concrete Products South Africa (Pty.) Ltd., South Africa

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

Membership

GPT Healthcare Private Limited- NRC Committee.

Chairmanship

GPT Healthcare Private Limited-Audit Committee

5. Information about the Appointee:

i) Background Details:

Mr. D. P. Tania is the Non-executive Chairman and Promoter of the Company. He is a B. Com (Hons) Graduate with more than 45 years of experience in the Business of the Company. As Group Founder & Chairman, Mr. D. P. Tania sets the overall direction and vision of the Company's businesses and projects. In particular, Mr. D. P. Tania takes personal interest in international business development and project execution, and new business ventures.

ii) Past Remuneration

Mr. D. P. Tania entitled for sitting fee for attending the Board and Committee Meetings of the Company and is also entitled to a Commission at a rate of 1% of net profits of the Company for a period of three years commencing on 1st April, 2014 and ending on 31st March, 2017, as approved by the shareholders of the Company at their meeting held on 29th August, 2014.

iii) Recognition or Awards: None

iv) Job Profile and Suitability:

To supervise and conduct the Board meeting.

Accordingly, Mr. D. P. Tania, with his knowledge, qualification, expertise & experience is best suited to the said position of Chairman of the Company.

v) Proposed Remuneration: It is as appearing in the proposed resolution under Item No. 5

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. D.P. Tania is commensurate with the remuneration paid to a

Chairman 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. D. P. Tania himself, Mr. Atul Tania and Mr. Vaibhav Tania, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

Mr. D. P. Tania, Mr. Atul Tania and Mr. Vaibhav Tania hold, 4,49,442; 4,17,456 and 3,42,376 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution

g) 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.

In terms of the approval vide special resolution passed by the shareholders of the Company at the Annual General Meeting held on 29th August, 2014, Mr. D. P. Tania, Chairman, was receiving the commission @ 1% of the net profit of the Company since 1st April, 2014 which was valid up to the financial year ended 31st March, 2017. In view of his wide experience and guidance to the company in day to day growth, your Board has proposed to extend the period of payment of such commission for a further period of five years effective from 1st April, 2017 in addition to the fees payable for attending meetings of the Board and Committees 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, as recommended by the Nomination & Remuneration Committee of the Board.

The remuneration by way of commission to Mr. D. P. Tania requires consent of the members and the board recommends these resolutions as set out in Item No. 5 of the Notice for your approval as Ordinary Resolution.

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 2016-17 and 2015-16 are as under:

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

Particulars	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	5,761.10	5,847.25	7,230.41	7,434.89
Finance Cost	3,173.09	3,268.98	3,343.92	3,530.43
Depreciation & Amortization	1,259.79	1,149.86	1,803.39	1,905.64
Profit / (Loss) before tax (PBT)	1,328.22	1,428.41	2,083.10	1,998.82
Tax Expense / (Credits)	280.06	444.11	487.66	716.61
Profit after tax (PAT)	1,048.16	984.30	1,595.44	1,282.21
Minority Interest	-	-	38.22	52.90
Profit after tax and minority interest	1,048.16	984.30	1,557.22	1,229.31
Surplus in statement of profit and loss brought forward	6,345.43	5,688.47	8,458.82	7,473.00
Excess provision for dividend tax written back	17.93	-	17.93	-
Transfer from Capital redemption reserve fund	-	-	-	83.85
Amount available for appropriation	7,411.52	6,672.77	10,033.97	8,786.16
Interim Dividend	145.43	290.86	145.43	290.86
Dividend tax	29.61	36.48	29.61	36.48
Surplus in statement of profit and loss carried forward	7,236.48	6,345.43	9,858.93	8,458.82
Earnings Per Share :				
Basic	7.25	6.86	10.76	8.94
Diluted	7.25	6.86	10.76	8.94

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 21,25,000 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 46,25,000 Ordinary Shares of the company i.e., 37% of the shares are held by the Company.

f) Disclosures:

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2016-17:

- (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.

Item No.6

The Board of Directors had appointed Mr. Kashi Prasad Khandelwal (DIN:00748523) as Additional Non-executive Director of the Company with effect from 23rd May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") in the category "Independent Director".

Pursuant to the provisions of Section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

As an additional director, Mr. Kashi Prasad Khandelwal will hold office only upto the date of this Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kashi Prasad Khandelwal being eligible and offering himself for appointment, is proposed to be appointed a director of the Company. He is also proposed to be appointed as an Independent Director for a period of five (5) consecutive years from the date of 37th Annual General Meeting of the Company up to the conclusion of 42nd Annual General Meeting of the Company, whose period of office shall not be liable to determination by retirement of directors by rotation. A notice under Section 160 of the Companies Act, 2013 has been received from a member proposing Mr. Kashi Prasad Khandelwal as a candidate for the office of Director of the Company.

Mr. Kashi Prasad Khandelwal, has given a declaration to the

Board that he meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kashi Prasad Khandelwal as Independent Director is now being placed before the Members for their approval.

Mr. Kashi Prasad Khandelwal is a Chartered Accountant having 40 years of experience in Corporate and financial matters.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Save and except Mr. Kashi Prasad Khandelwal, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange.

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 10 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
For GPT Infraprojects Limited**

Atul Tantia

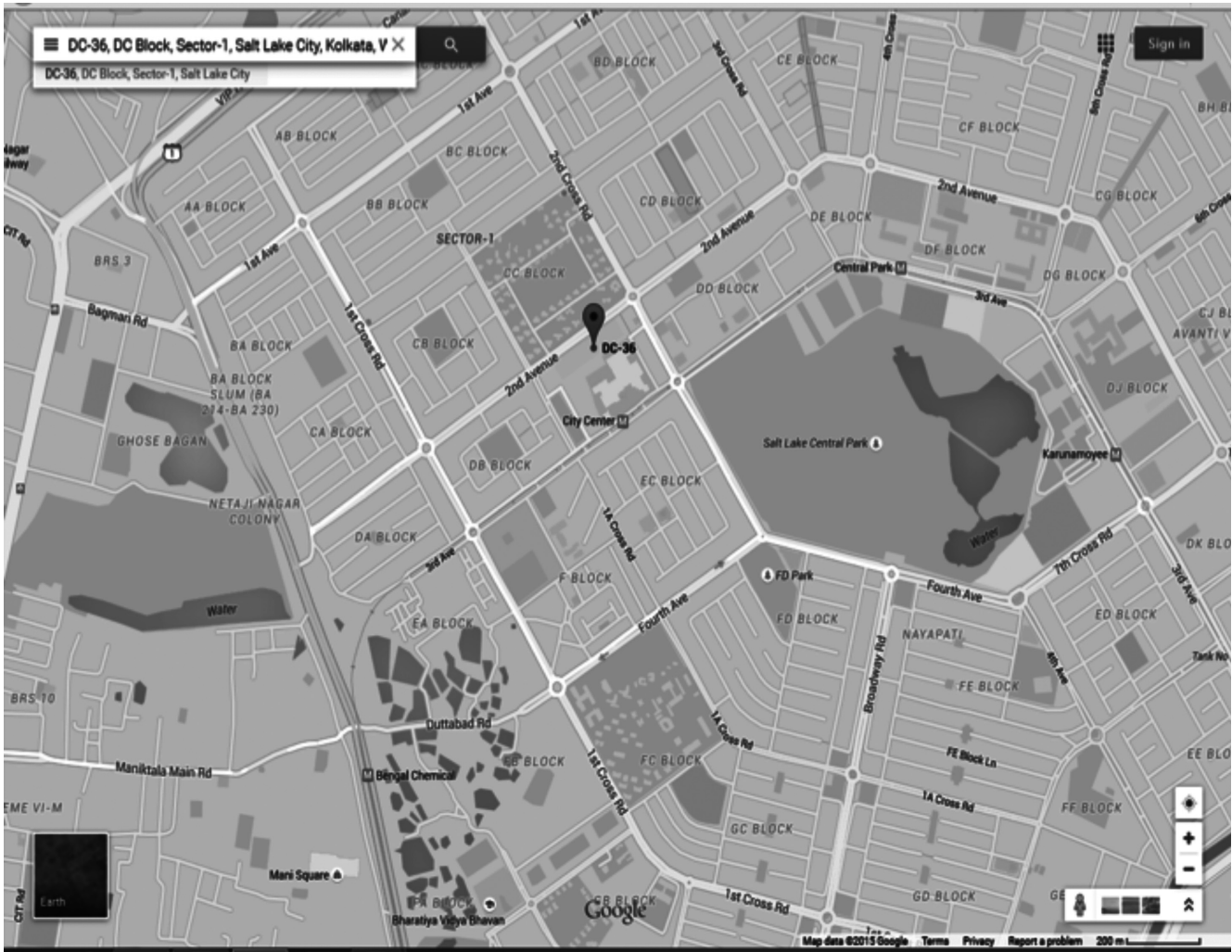
Executive Director

DIN: 00001238

Place: Kolkata

Date: 23rd May, 2017

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





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,

E-mail: gil.cosec@gptgroup.co.in, visit us: www.gptinfra.in

Form No. MGT-11

PROXY FORM

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

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

- Name:
Address:
E-mail Id: Signature....., or failing him
- Name:
Address:
E-mail Id: Signature....., or failing him
- Name:
Address:
E-mail Id: Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Friday, 18th August, 2017, 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 the Financial Statements for the year ended March 31, 2017 together with Reports of Board of Directors and Auditors thereon.		
2	Appointment of a Director in place of Mr. Vaibhav Tantia (DIN: 00001345), who retires by rotation and being eligible, offers himself for re-appointment.		
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	Ratification of Remuneration of Cost Auditors for the Financial Year 2017-18.		
5	Payment of commission to Mr. Dwarika Prasad Tantia, Chairman of the Company.		
6	Appointment of Mr. Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director.		

Signed this..... day of..... 2017

Signature of shareholder:.....

Signature of Proxy holder(s): (1)..... (2)..... (3).....

Affix
Revenue
Stamp here

Notes:

- 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.
- If appointed for more than fifty members, the Proxy shall choose any fifty members and confirm the same to the Company before the commencement of specified period for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 37th Annual General Meeting
- Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he / she thinks fit.



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E-mail: gil.cosec@gptgroup.co.in, visit us: 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 37th Annual General Meeting of the Company held on Friday, 18th August, 2017, 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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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
170710017	As per instructions in the Note No. 10(I)(v) of the 37 th AGM Notice	Original PAN/as per Instructions in the Note No.10(I)(viii)of the 37 th AGM Notice	As per instructions in the Note No. 10(I)(viii) of the 37 th AGM Notice

