



## GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

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

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### NOTICE

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of **GPT INFRAPROJECTS LIMITED** will be held on Tuesday, the 21<sup>st</sup> Day of August, 2018 at 3.00 P.M. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064 (Adjacent to Indian Oil Petrol Pump), Kolkata-700064 (Location map enclosed), to transact the following business:

#### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended 31<sup>st</sup> March, 2018 together with Reports of Board of Directors and Auditors thereon.
2. To confirm the payment of 1<sup>st</sup> and 2<sup>nd</sup> Interim dividends on equity shares for the financial year ended 31<sup>st</sup> March, 2018 as final dividend.
3. To appoint a Director in place of Mr. Atul Tantia (DIN 00001238), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the appointment of M/s. SN Khetan & Associates, Chartered Accountants (Firm Registration No. 325653E) as joint statutory auditors of the Company and in this connection, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 as amended read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. SN Khetan & Associates, Chartered Accountants (Firm Registration No. 325653E) who were appointed as joint auditors for the financial year 2017-18 by the shareholders’ resolution through postal ballot dated 15<sup>th</sup> January, 2018, to hold office up to the date of this Annual General Meeting be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the Conclusion of 43<sup>rd</sup> Annual General Meeting, on such remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other

remuneration, as shall be fixed by the Board/Committee of the Board for performing duties, if any, other than those referred to hereinabove and the remuneration so fixed shall be paid at such intervals during the year as may be decided by the Board/Committee of the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### AS SPECIAL BUSINESS:

5. 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 ₹60,000 (Rupees Sixty Thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to M/s. S. K. Sahu & Associates, Cost Accountants (Membership No.28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2018-19 be and is hereby ratified.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1) (f) read with Rule 15 of the Companies (Meetings of Board

and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and pursuant to the recommendations of Audit Committee, Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the revision of remuneration of Mr. Amrit Jyoti Tantia, Vice President (Operations), a relative (son) of Mr. Shree Gopal Tantia, Managing Director of the Company, for holding an office or place of profit in the Company with effect from 1<sup>st</sup> August, 2018 at a monthly remuneration as detailed in the explanatory statement attached to this notice, with liberty to the Board of Directors / Committees thereof to vary, amend or revise the remuneration and the terms and conditions of his appointment in accordance with the provisions of the Companies Act, 2013, and as may be agreed to between the Board of Directors and Mr. Amrit Jyoti Tantia."

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

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

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

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

is hereby accorded to the reappointment of Mr. Shree Gopal Tantia (DIN 00001346), as the Managing Director of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. Salary : ₹8,00,000/- per month with effect from 1<sup>st</sup> August, 2018 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹12,00,000/- per month as Basic Salary.
2. Perquisites:
  - a. Wellness Allowance & 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. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
  - i. Company Car and Telephone: Use of Company's Car along with driver and telephone at the residence and Mobile phone for official use purposes.
3. Other terms & Conditions :
  - a. Period of appointment: Form 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July 2021.
  - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
  - c. Mr. Shree Gopal Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors."

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

"RESOLVED FURTHER THAT the Board of Directors of the

Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Shree Gopal Tantia in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)."

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

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

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendations of Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Atul Tantia (DIN 00001238), as Whole Time Director designated as Executive Director of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary : ₹5,00,000/- per month with effect from 1<sup>st</sup> August, 2018 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹10,00,000/- per month as Basic Salary.
2. House Rent Allowance: ₹1, 50,000/- per month.

3. Perquisites:
  - a. Wellness Allowance & 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. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
  - i. Company Car and Telephone: Use of Company's Car along with driver and telephone at the residence and Mobile phone for official use purposes.
4. Other terms & Conditions :
  - a. Period of appointment: Form 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July 2021.
  - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
  - c. Mr. Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors."

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

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Atul Tantia in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)."

"**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may

arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendations of Nomination & Remuneration Committee (“NRC”) and Board of Directors (“Board”) of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Vaibhav Tantia (DIN 00001345), as Whole Time Director designated as Director & COO of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. Salary : ₹5,00,000/- per month with effect from 1<sup>st</sup> August, 2018 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹10,00,000/- per month as Basic Salary.
2. House Rent Allowance: ₹1, 50,000/- per month.
3. Perquisites:
  - a. Wellness Allowance 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. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
  - i. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes.
4. Other terms & Conditions:
- a. Period of appointment: Form 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July 2021.
  - b. The terms of appointment may be terminated by either party by giving three months’ notice in writing.
  - c. Mr. Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors.”

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

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter and/or vary the terms and conditions of the said appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Vaibhav Tantia in the light of further progress of the Company which shall be in accordance with the prescribed provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).”

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

#### 10. Revision of the Borrowing Power of the Company

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

“RESOLVED, in supersession of the resolution No. 5 passed at the 34<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> August, 2014 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company and subject to such other approvals as may be necessary, **THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money from time to time from anyone or more of the Company’s Bankers and/or from anyone or more Firms, Bodies Corporate, Financial Institutions, Non-Banking Financial Companies, Mutual Funds, Foreign Bankers, Foreign Financial Institutions, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Trusts or such other bodies or entities whether by way of cash credit, loans, advances, deposits, loans or bills discounting, Bank Guarantees, Letter of Credit, Letter of Comfort, deferred payment guarantees, issue of debentures, external commercial borrowings or otherwise, in any other mode or form, and whether unsecured or secured by mortgage, charge, hypothecation, lien, or pledge of the Company’s assets and properties, whether immovable or movable or stock in trade (including raw materials, spare parts and components in stock or in transit and work in progress) or

by any kind of guarantees and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount upto which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹1000 Crore (Rupees One Thousand crores only) exclusive of interest and charges and that the Board of Directors is hereby further authorized and empowered to arrange or settle or execute such deeds of debenture trust and deeds of mortgage , charge, hypothecation, lien, promissory notes, deposit receipts, guarantees/assurance deeds and other deeds and instruments or writings containing such conditions and covenants as the Board of Directors in its absolute discretion may think fit.”

**By Order of the Board of Directors**

**A.B. Chakrabarty**

Company Secretary

M.No: FCS 7184

Place: Kolkata

Date: 1<sup>st</sup> June, 2018

#### 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 Private Limited, Unit: GPT Infraprojects Limited, 59C, Chowringhee Road, 3<sup>rd</sup> 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(s).
5. Members wishing to claim dividends pertaining to the year 2011, 2012, 2013 2014, 2015, 2016 & 2017 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 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 38<sup>th</sup> Annual General Meeting and Annual Report of your Company for Financial Year 2017-18 would also be made available on the Company's website: [www.gptinfra.in](http://www.gptinfra.in).

7. 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.
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 38<sup>th</sup> Annual General Meeting (AGM) which includes 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 (India) 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 **Friday, 17<sup>th</sup> August, 2018** (10.00 am) and ends on **Monday, 20<sup>th</sup> August, 2018** (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 **Tuesday, 14<sup>th</sup> August, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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 Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 14<sup>th</sup> August, 2018, 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, 3<sup>rd</sup> 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. Friday, 24<sup>th</sup> August, 2018.

- 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 14<sup>th</sup> August,2018.
- 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 Participants.
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. 3,7,8 & 9 in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. Shree Gopal Tantia	Mr. Atul Tantia	Mr. Vaibhav Tantia
DIN	00001346	00001238	00001345
Date of Birth and Age	14 <sup>th</sup> October,1964/54 Years	16 <sup>th</sup> March, 1980/38 Years	18 <sup>th</sup> May,1981/37 years
Date of Appointment on the Board	1 <sup>st</sup> January, 1987	27 <sup>th</sup> February, 2004	13 <sup>th</sup> August, 2012
Qualifications	Commerce Graduate	B.S. Finance, Wharton School B.S. Systems Engineering University of Pennsylvania, USA	B.S. Finance, Wharton School B.S. Civil Engineering University of Pennsylvania, USA



Experience and Expertise	Mr. Shree Gopal Tantia aged 54 years, is commerce Graduate and is having vast experience of about 35 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/ implementation of number of projects with logistical and technical complexity and is adequately conversant with modern management techniques, construction planning and execution, inventory management, progress monitoring, and quality assurance of works. He has contributed immensely in guiding the Company towards the path of success, growth as well as its achievements.	Mr. Atul Tantia aged 38 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 15 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.	Mr. Vaibhav Tantia aged 37 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 14 years in infrastructure and civil engineering division of the Company.
Shareholding in GPT Infraprojects Limited	1631624 Equity Shares	634912 Equity Shares	684752 Equity Shares
Disclosure of relationship between directors inter-se	Mr. Shree Gopal Tantia is not relative of any director or any key managerial personnel of the Company.	Mr. Atul Tantia is Son of Mr. Dwarika Prasad Tantia the Chairman of the Company and Brother of Mr. Vaibhav Tantia, Director & COO of the Company.	Mr. Vaibhav Tantia is Son of Mr. Dwarika Prasad Tantia the Chairman of the Company and brother of Mr. Atul Tantia, Executive Director of the Company.
Names of Listed entities in which the person also hold the directorship and membership of committees of the Board #	Directorship: None  Membership: None	Directorship: None  Membership: None	Directorship: None  Membership: None

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

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

### Item No. 5:

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 2018-19.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

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

The Board recommends the Ordinary resolution set out in Item No. 5 of the Notice for approval of the members.

### Item No. 6:

Mr. Amrit Jyoti Tania, aged 27 years, is Vice President (Operations) of the Company. He is a Bachelor of Commerce (Hons) from St. Xavier's College and also holds Master's Degree in Management, Organizations and Governance from London School of Economics and Political Science, London. He joined the Company in the year 2013 as Management Trainee.

Mr. Amrit Jyoti Tania has over 5 years of experience in the infrastructure industry. As the Vice President (Operations) of the Company, he is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution.

In order to adequately compensate the Vice President (Operations) and taking into account the size and operations of the business of the Company, the Board of Directors had approved at their meeting held on 1<sup>st</sup> June, 2018, on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, subject to the consent of the Members of the Company, to revise the remuneration payable to Mr. Amrit Jyoti Tania w.e.f from 1<sup>st</sup> August, 2018.

Mr. Amrit Jyoti Tania is Son of Mr. Shree Gopal Tania, Managing Director of the Company. The aforesaid revision of remuneration will be deemed to be holding an office / place of profit by a relative of Director within the meaning of Section 188 of the Companies Act, 2013. Hence, the prior approval of the members by way of Ordinary

Resolution is sought and accordingly, the Board recommends the ordinary resolution as set out in item No. 6, of the Notice for approval of the members.

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

- (a) Name of the related party: Mr. Amrit Jyoti Tania.
- (b) Name of the Director or Key Managerial Personnel who is related: Mr. Shree Gopal Tania, Managing Director.
- (c) Nature of relationship: Mr. Amrit Jyoti Tania is Son of Mr. Shree Gopal Tania, Managing Director and one of the Promoters of the Company. Mr. Amrit Jyoti Tania is himself holding 947680 equity shares. The total shareholding of Mr Amrit Jyoti Tania along with that of his relatives is 3499952 equity shares, constituting 12.03 % of the paid-up equity share capital of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: It is proposed to pay a remuneration of Rs.3,00,000/- per month as basic salary subject to maximum of Rs.5,00,000/- per month. He will also be entitled to following perquisites, benefits and allowances as per the Company's rules.
  - a. Wellness Allowance & 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. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time.
  - i. Company Car and Telephone: Use of Company's Car along with driver and telephone at the residence and Mobile phone for official use purposes.

Save and except Mr. Amrit Jyoti Tania, Mr. Shree Gopal Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution at Item No.6 of the Notice.

**Item No. 7:**

The Shareholders of the Company at the 36<sup>th</sup> AGM of the Company held on 19<sup>th</sup> August, 2016, had approved the reappointment of Mr. Shree Gopal Tania, as the Managing Director of the Company for a period of three (3) years commencing from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.

The Board of Directors at their meeting held on 1<sup>st</sup> June, 2018 based on the recommendations of the Nomination and Remuneration Committee, approved the reappointment of Mr. Shree Gopal Tania as the Managing Director of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021, liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

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

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

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

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not made any default in repaying its debt (including public deposits) or debentures or interest payable for a continuous period of thirty days in the preceding financial year;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder :

<b>I. GENERAL INFORMATION</b>	
Name	Mr. Shree Gopal Tania
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions:  (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure.  (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	(Rs. In Lacs, except per share data)
	Particulars
	Standalone
	Consolidated
	2017-18
	2016-17
	2017-18
	2016-17
Earnings before Interest, Tax, Depreciation and Ammortization (EBITDA)	7574.08
	6705.28
	8667.71
	7878.40
Profit/(loss) before Tax(PBT)	2157.03
	1782.07
	2548.26
	2384.90
Profit after Tax (PAT)	1734.34
	1268.44
	2056.00
	1815.72
Add: Other Comprehensive Income (net of tax)	(36.63)
	(26.88)
	642.53
	571.94

	Total Comprehensive Income for the year	1697.71	1241.56	2698.53	2387.66
	Total Comprehensive Income attributable to Non-controlling Interest	-	-	59.42	38.22
	Total Comprehensive Income attributable to owners of the Company	1697.71	1241.56	2639.11	2349.44
	Profit and loss brought forward	7832.24	6747.79	10957.35	8765.02
	Amount available for appropriation	9529.95	7989.35	13596.46	11114.46
	Interim Dividend	799.87	145.43	799.87	145.43
	Tax on Interim Dividend	31.13	11.68	31.13	11.68
	Surplus carried forward	8698.95	7832.24	12765.46	10957.35
	Earnings per Share:				
	Basic	5.96	4.37	6.86	6.13
	Diluted	5.96	4.37	6.86	6.13
Foreign investments or collaborators, if any	<p>The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows:</p> <p>1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company.</p> <p>2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 21,25,000 Ordinary Shares of USD 1 each of the company i.e., 100% of the shares are held by the Company.</p> <p>3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.</p>				
<b>II. INFORMATION ABOUT THE APPOINTEES</b>					
Background details	<p>Mr. Shree Gopal Tantia aged 54 years, a commerce graduate and is having vast experience of about 35 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.</p>				
Past remuneration	<p>The past remuneration of Mr. Shree Gopal Tantia was Salary of Rs. 6,00,000/- per month. Perquisites were as per Companies rules as applicable from time to time except Performance Linked Incentive (PLI) which has been introduced for all employees of the Company with effect from 1<sup>st</sup> April, 2018.</p>				
Recognition or awards	None				

Job profile and his suitability	Mr. Shree Gopal Tantia had been the Managing Director of the Company for the period from 1987 to 2004, and thereafter again from 2007 to till date. He had functioned as the Managing Director of the Company and led the Company towards phenomenal growth for the last 31 years. His suitability to the job is beyond comparison and accordingly, Mr. Shree Gopal Tantia, with his Knowledge & experience is best suited for the said position.
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Shree Gopal Tantia is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Shree Gopal Tantia makes it all the more reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Shree Gopal Tantia himself, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Shree Gopal Tantia holds 1631624 equity shares as on date. However, being interested, he shall abstain from voting on the resolution. Further, Mr. Shree Gopal Tantia is also not related to any other director or managerial personnel of the Company.

### III. OTHER INFORMATION

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

### IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2017-18 :

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

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

#### Item No. 8:

The Shareholders of the Company at the 36<sup>th</sup> AGM of the Company held on 19<sup>th</sup> August, 2016, had approved the re- appointment of Mr. Atul Tantia, as Whole Time Director designated as Executive Director of the Company for a period of three (3) years commencing from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.

The Board of Directors at their meeting held on 1<sup>st</sup> June, 2018 based on the recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Atul Tantia as Whole Time Director designated as the Executive Director of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021, liable to retire by rotation. The

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

The Board of Directors are of the opinion that the re-appointment of Mr. Atul Tantia as Whole Time Director is in the best interest of the Company and accordingly, recommend the special resolution as set out in Item No. 8 of the Notice for approval of the members.

Save and except Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr.

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

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

i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;

ii. the Company has not made any default in repaying its debt (including public deposits) or debentures or interest payable for a continuous period of thirty days in the preceding financial year;

iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;

iv. a statement containing specified information is set out hereunder :

<b>I. GENERAL INFORMATION</b>					
Name	Mr. Atul Tantia				
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions:  (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure.  (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.				
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982				
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
Financial performance based on given indicators	(Rs. In Lacs, except per share data)				
	Particulars	Standalone		Consolidated	
		2017-18	2016-17	2017-18	2016-17
	Earnings before Interest, Tax, Depreciation and Ammortization (EBITDA)	7574.08	6705.28	8667.71	7878.40
	Profit/(loss) before Tax(PBT)	2157.03	1782.07	2548.26	2384.90
	Profit after Tax (PAT)	1734.34	1268.44	2056.00	1815.72
	Add: Other Comprehensive Income (net of tax)	(36.63)	(26.88)	642.53	571.94
	Total Comprehensive Income for the year	1697.71	1241.56	2698.53	2387.66
	Total Comprehensive Income attributable to Non-controlling Interest	-	-	59.42	38.22
	Total Comprehensive Income attributable to owners of the Company	1697.71	1241.56	2639.11	2349.44
	Profit and loss brought forward	7832.24	6747.79	10957.35	8765.02



	Amount available for appropriation	9529.95	7989.35	13596.46	11114.46
	Interim Dividend	799.87	145.43	799.87	145.43
	Tax on Interim Dividend	31.13	11.68	31.13	11.68
	Surplus carried forward	8698.95	7832.24	12765.46	10957.35
	Earnings per Share:				
	Basic	5.96	4.37	6.86	6.13
	Diluted	5.96	4.37	6.86	6.13
Foreign investments or collaborators, if any	<p>The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows:</p> <p>1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company.</p> <p>2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 21,25,000 Ordinary Shares of USD 1 each of the company i.e., 100% of the shares are held by the Company.</p> <p>3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.</p>				
<b>II. INFORMATION ABOUT THE APPOINTEES</b>					
Background details	<p>Mr. Atul Tantia aged about 38 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 15 (Fifteen) 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.</p>				
Past remuneration	<p>His past remuneration was Salary of Rs. 3,00,000/- per month plus HRA 50% of Salary. Perquisites were same as now proposed except Performance Linked Incentive (PLI) which has been introduced for all employees of the Company with effect from 1<sup>st</sup> April, 2018.</p>				
Recognition or awards	None				
Job profile and his suitability	<p>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.</p>				
Remuneration proposed	It is as appearing in the proposed resolution.				
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	<p>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.</p>				

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Atul Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia holds 634912, 665100 and 684752 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution. Further, Mr. Atul Tantia is not related to any other director or managerial personnel of the Company.
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### III. OTHER INFORMATION

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

### IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2017-18 :

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

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

#### Item No. 9:

The Shareholders of the Company at the 36<sup>th</sup> AGM of the Company held on 19<sup>th</sup> August, 2016, had approved the re- appointment of Mr. Vaibhav Tantia, as Whole Time Director designated as Director & COO of the Company for a period of three (3) years commencing from 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.

The Board of Directors at their meeting held on 1<sup>st</sup> June, 2018 based on the recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Vaibhav Tantia as Whole Time Director designated as the Director & COO of the Company for a further period of three (3) years commencing from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021, liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

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

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

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

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not made any default in repaying its debt (including public deposits) or debentures or interest payable for a continuous period of thirty days in the preceding financial year;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- iv. a statement containing specified information is set out hereunder :

I. GENERAL INFORMATION					
Name	Mr. Vaibhav Tantia				
Nature of industry	<p>GPT Infraprojects Limited's business is divided primarily into two divisions:</p> <p>(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.</p> <p>(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.</p>				
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982				
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
Financial performance based on given indicators	(Rs. In Lacs, except per share data)				
	Particulars	Standalone		Consolidated	
		2017-18	2016-17	2017-18	2016-17
	Earnings before Interest, Tax, Depreciation and Ammortization (EBITDA)	7574.08	6705.28	8667.71	7878.40
	Profit/(loss) before Tax(PBT)	2157.03	1782.07	2548.26	2384.90
	Profit after Tax (PAT)	1734.34	1268.44	2056.00	1815.72
	Add: Other Comprehensive Income (net of tax)	(36.63)	(26.88)	642.53	571.94
	Total Comprehensive Income for the year	1697.71	1241.56	2698.53	2387.66
	Total Comprehensive Income attributable to Non-controlling Interest	-	-	59.42	38.22
	Total Comprehensive Income attributable to owners of the Company	1697.71	1241.56	2639.11	2349.44
	Profit and loss brought forward	7832.24	6747.79	10957.35	8765.02
	Amount available for appropriation	9529.95	7989.35	13596.46	11114.46
	Interim Dividend	799.87	145.43	799.87	145.43
	Tax on Interim Dividend	31.13	11.68	31.13	11.68
	Surplus carried forward	8698.95	7832.24	12765.46	10957.35
	Earnings per Share:				
	Basic	5.96	4.37	6.86	6.13
	Diluted	5.96	4.37	6.86	6.13

Foreign investments or collaborators, if any	<p>The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows:</p> <p>1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company</p> <p>2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 21,25,000 Ordinary Shares of USD 1 each of the company i.e., 100% of the shares are held by the Company.</p> <p>3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.</p>
<b>II. INFORMATION ABOUT THE APPOINTEES</b>	
Background details	<p>Mr. Vaibhav Tantia aged 37 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 14 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.</p>
Past remuneration	<p>His past remuneration was Salary of ₹3,00,000/- per month plus HRA 50% of Salary. Perquisites were same as now proposed except Performance Linked Incentive (PLI) which has been introduced for all employees of the Company with effect from 1<sup>st</sup> April, 2018.</p>
Recognition or awards	None
Job profile and his suitability	<p>Mr. Vaibhav Tantia has the work experience of about 14 years in the infrastructure and civil engineering division of the Company.</p> <p>Accordingly, Mr. Vaibhav Tantia, with his knowledge, qualification, expertise &amp; experience is best suited to the said position of Director &amp; COO of the Company.</p>
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Vaibhav Tantia is commensurate with the remuneration paid to a Whole-time Director of the said profile in respect to the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Except Mr. Vaibhav Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Vaibhav Tantia, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia holds, 684752, 665100 and 634912 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution. Further, Mr. Vaibhav Tantia is also not related to any other director or managerial personnel of the Company.</p>

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

#### IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2017-18 :

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

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

#### Item No. 10:

At the 34<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> August, 2014, the Board of Directors were authorized to borrow in excess of the paid up share capital and free reserves up to a limit of Rs.700 crore. In view of the increase in borrowings that might be necessitated to meet the needs of the constantly expanding business of the Company and its capacity to utilize the funds profitably, it is considered necessary to increase the borrowing powers of the Board of Directors to a sum not exceeding Rs.1000 crore (Rupees One thousand crore only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 10 of the Notice.

The Board recommends the special resolution set out in Item No. 10 of the Notice for approval of the members.

#### 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

**A .B. Chakrabartty**  
Company Secretary  
M.No: FCS 7184

Place: Kolkata  
Date: 1<sup>st</sup> June, 2018

#### GREEN INITIATIVE

Pursuant to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies are permitted to serve various notices/documents to its Members through electronic modes. Further, as per proviso to Rule 18(3)(i) of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Companies are required to provide an advance opportunity to the Members to register their e-mail address and update, in case of any changes therein.

The Ministry of Corporate Affairs (MCA), Government of India, has taken a Green Initiative in the Corporate Governance by allowing paperless compliances by the companies after considering the relevant sections of the Information Technology Act, 2000, for legal validity of compliances under Companies Act, 2013 through electronic mode.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical mode are requested to register the same with RTA.

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

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) holding ..... 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 38th Annual General Meeting of the Company, to be held on Tuesday, 21<sup>st</sup> August, 2018, at 3.00 p.m. at Rabintra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064 (Adjacent to Indian Oil Petrol Pump), Kolkata-700064 and at any adjournment thereof in respect of such resolution as are indicated below:

Sl.No.	Resolutions	Optional	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1	Adoption of the Financial Statements for the year ended March 31, 2018 together with Reports of Board of Directors' and Auditor's thereon.		
2	Confirmation of the payment of 1 <sup>st</sup> and 2 <sup>nd</sup> Interim dividends on equity shares for the financial year ended 31 March, 2018 as final dividend.		
3	Appointment of a Director in place of Mr. Atul Tantia (DIN 00001238), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of M/s. SN Khetan & Associates, Chartered Accountants (Firm Registration No. 325653E ) as joint statutory auditors of the Company for a continuous period of 5 years.		
	<b>SPECIAL BUSINESS</b>		
5	Ratification of Remuneration of Cost Auditors for the Financial Year 2018-19.		
6	Approval of the Remuneration payable to Mr. Amrit Jyoti Tantia, Vice President (Operations) of the Company.		
7	Reappointment of Mr. Shree Gopal Tantia as the Managing Director for period of 3 years.		
8	Reappointment of Mr. Atul Tantia as Whole Time Director for period of 3 years.		
9	Reappointment of Mr. Vaibhav Tantia as Whole Time Director for period of 3 years.		
10	Increase of Borrowing Powers of the Company from Rs.700 Crores to Rs. 1000 Crores.		

Signed this..... day of..... 2018

Signature of Shareholder: \_\_\_\_\_

Signature of 1st Proxy holder: \_\_\_\_\_

Signature of 2nd Proxy holder: \_\_\_\_\_

Signature of 3rd Proxy holder: \_\_\_\_\_



Note:

1. 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.
2. 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.
3. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 38<sup>th</sup> Annual General Meeting
4. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.
5. 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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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 38<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 21<sup>st</sup> August, 2018, at 3.00 p.m. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064 (Adjacent to Indian Oil Petrol Pump).

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

EVS (Electronic Voting Sequence Number)	User Id (Demat Account/Folio No.)	PAN/Default Number	DOB/Dividend Bank Details
180719020	As per instructions in the Note No. 10(I)(v) of the 38 <sup>th</sup> AGM Notice	Original PAN/as per Instructions in the Note No.10(I)(viii)of the 38 <sup>th</sup> AGM Notice	As per instructions in the Note No. 10(I)(viii) of the 38 <sup>th</sup> AGM Notice





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

### **Subject: Updating the necessary KYC details of registered and/or joint holders holding shares in physical form**

Dear Sir/Madam,

We refer to the SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 & BSE Circular No LIST/COMP/15/2018-19 dated 5<sup>th</sup> July 2018 by which they have directed all the listed companies to record the PAN, Bank account details of all their shareholders and advise them to dematerialise their physical securities. Accordingly your Company has initiated steps for registering the **PAN details** (including joint holders if any) and the **BANK ACCOUNT** details of all the registered shareholders.

We would also like to register other KYC details such as email id, mobile number, specimen signature and nomination. Your present status of each of these requirements is provided in the KYC form. We request you to kindly fill in the details in the KYC form and forward the same along with all the supporting documents based on requirements considering the below mentioned points. Single copy of supporting document is sufficient for updating multiple subjects.

#### **A. For updating PAN of the registered and/or joint shareholders:**

- \* Self- attested legible copy of PAN card (exempted for Shareholders from Sikkim)

#### **B. For updating Bank Account details of the registered shareholder:**

##### 1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed

- \* For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months)
- \* Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

OR

##### 2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it

- \* For address proof : Self- attested legible copy of Aadhaar/passport/utility bill (not older than 3 months)
- \* Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- \* Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

#### **C. For updating the Specimen signatures of the registered and/or joint shareholders:**

- \* Affidavit duly notarised on non-judicial stamp paper of Rs. 100/- (format available on [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature- Affidavit for change of signature).
- \* Banker's verification (format available on [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Download-General-Change of Signature format for signature verification)
- \* Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

\* If the cancelled cheque leaf does not contain shareholder's name - legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

- D. **For registering Email id of registered shareholder:** Email-id of the registered shareholder to be mentioned in the KYC form attached for all future communication in electronic mode (Go Green Initiative).
- E. **For registering Mobile No. of registered shareholder:** Mobile no. of registered shareholder for future direct communication
- F. **For registering Nominee by the registered shareholder (if any):** Nomination (Form SH-13) available on the website at [www.linkintime.co.in](http://www.linkintime.co.in) under Resources-Downloads-General- Nomination.

We request you to kindly forward KYC form attached to this notice duly filled in to our RTA, along with copies of supporting documents for all the "Required" remarks within 21 days from the date of this letter.

As per SEBI directive, enhanced due diligence procedure will be applicable if KYC requirements mentioned above are not fulfilled.

Inclined to serve you with the best of our services!!

Yours faithfully,

For GPT Infraprojects Ltd

Sd/-

Company Secretary

**Note:** SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8 June, 2018 & BSE circular no. LIST/COMP/15/2018-19 dated 05 July, 2018 have stated that requests for effecting transfer of securities ( except in case of transmission or transposition of securities) shall not be processed after 5th December 2018, unless the securities are held in the dematerialized form with the depositories. Hence you are requested to dematerialize your physical securities.



# KYC FORM

To  
**Linkintime India Private Limited**  
 C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.  
 Unit: GPT Infraprojects Limited

Date: .....//.....//.....  
 Folio No: .....  
 No of Shares:.....

Dear Sir Madam,  
 We refer to the current KYC status as provided by you in the below table:

Name of the shareholder(s)	PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)
Aaa	Registered	Registered	Required	Required	Required	Required
Bbb	Required	Not Applicable	Required	Not Applicable	Not Applicable	Not Applicable
Ccc	Required	Not Applicable	Required	Not Applicable	Not Applicable	Not Applicable
Ddd	Required	Not Applicable	Required	Not Applicable	Not Applicable	Not Applicable

Based on the above data, we are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table.

- A. For registering PAN of the registered and/or joint shareholders (as applicable)
  - Registered shareholder  Joint holder 1  Joint holder 2  Joint holder 3 (self-attested copy for all Shareholders attached)
- B. For registering Bank details of the registered shareholder
  - Aadhar/Passport/utility bill  Original cancelled cheque leaf  Bank Passbook/Bank Statement
- C. For registering the Specimen Signature of registered and/or joint shareholders (as applicable)
  - Affidavit  Banker verification  Original cancelled cheque leaf  Bank Passbook/Bank Statement (for all Shareholders attached)
- D. For Updating the email id : .....
- E. Mobile No
- F. For registering the nominee details by the registered shareholder
  - Form SH-13 (Nomination registration form attached)

**Note:-For residents of Sikkim instead of PAN provide Aadhar Card/Voter ID /Driving License/Passport or any other identity proof issued by Govt.**

I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_  
 Registered holder Joint holder 1 Joint holder 2 Joint holder 3

Postal barcode	Serial No :	Date of Printing
Mr/Ms/Mrs ..... (Registered holder)		
..... (Address 1)		
..... (Address 2)		
..... (Address 3)		
City .....	PIN.....	Unit .....(Company name)

