



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700 098, West Bengal, India

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NOTICE

Notice is hereby given that the 39th Annual General Meeting of **GPT INFRAPROJECTS LIMITED** will be held on Tuesday, the 30th Day of July, 2019 at 3.00 P.M. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064, West Bengal (India) (Adjacent to Indian Oil Petrol Pump), (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 31st March, 2019 together with Reports of Board of Directors and Auditors thereon.
2. To confirm the payment of 1st Interim Dividend on equity shares for the financial year ended 31st March, 2019 as final dividend.
3. To appoint a Director in place of Mr. Dwarika Prasad Tantia (DIN: 00001341), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as 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 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendations of the Audit Committee and the Board, approval of the members be and is hereby accorded for appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), whose term for reappointment has been expired by virtue of Section 139(2) of the Companies Act, 2013, to hold office from the conclusion of this Annual General Meeting till the Conclusion of 44th Annual General Meeting, at an annual remuneration / fees of ₹16,00,000/- (Rupees Sixteen lacs only) plus outlays and taxes as applicable from time to time, in connection

with Statutory Audit and/or continuous audit, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of five years and they shall conduct the audit along M/s. SN Khetan & Associates, Chartered Accountants (Firm Registration No. 325653E), who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 43rd Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid 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(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 60,000 (Rupees Sixty Thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to M/s. S.K.Sahu & Associates, Cost Accountants (Membership No. 28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2019-20 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 for giving effect to the aforesaid resolution.”

6. **Reappointment of Mr. Sunil Ishwarlal Patwari as Non -Executive Independent 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Sunil Ishwarlal Patwari (DIN: 00024007), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company”.

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

7. Reappointment of Dr. (Mrs.) Mamta Binani as Non -Executive Independent 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Dr.(Mrs.) Mamta Binani (DIN: 00462925), Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the

office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company”.

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

8. Payment of Commission to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company:

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

“RESOLVED THAT pursuant to Sections 197, 198 of the Companies Act, 2013 and Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, consent of the Company, be and is hereby accorded to the payment of commission at a rate of 1 % (One percent) of the net profits of the Company for the financial year 2019-20 to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceed fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2019-20).”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committees 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.”

By Order of the Board of Directors
A. B. Chakrabarty
Company Secretary
M.No:FCS 7184

Place: Kolkata
Date: 29th May, 2019

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/HERSELF 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. Ltd, Unit: GPT Infracore 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 Participants.
5. Letters have been sent to all shareholders holding shares in physical mode informing them that as per revised Regulation 40 of SEBI (LODR), shares will be transferred only in dematerialized mode effective from April 1, 2019 and therefore Shareholders were requested to dematerialize their existing shares held in physical form.
6. Members wishing to claim dividends pertaining to the year 2012, 2013, 2014, 2015, 2016, 2017 & 2018 which remain unclaimed/unpaid are requested to write/ do correspondence with the Company Secretary of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124(5) of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website www.gptinfra.in. The Company was not required to transfer any shares to the demat account of Investors Education and Protection Fund under the provision of Section 124(6) of the Companies Act 2013, since, no shares relevant to unpaid dividend, remain unclaimed for continuous period of seven years.
7. Relevant documents referred to in the Notice as well as annual accounts of the subsidiaries, 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 39th Annual General Meeting and Annual Report of your Company for Financial Year 2018-19 would also be made available on the Company's website: www.gptinfra.in.
8. Details under Section 152 of the Companies Act, 2013 and Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice.
9. 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.
10. 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.
11. Voting through electronic means: (Remote E-Voting)
 - 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 39th Annual General Meeting

(AGM) which include remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic / ballot voting system. 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/ballot 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 Saturday, 27th July, 2019 (10.00 a.m.) and ends on Monday, 29th July, 2019 (5.00 p.m.). 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, 23rd July, 2019 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 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 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> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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).

- (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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 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 23rd July, 2019, may obtain their user ID and Password for e-voting from Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3rd Floor, Kolkata-700020.
- (ii) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through electronic voting system/ballot. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The results of the e-voting will be declared not later than three days of conclusion of the AGM i.e. Friday, 2nd August, 2019.
- 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 23rd July, 2019.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. Mr. Ashok Kumar Daga, Practicing Company Secretary (Certificate of Practice Number 2948) has been appointed as the scrutinizer for

conducting the e-voting process in a fair and transparent manner.

- V. The 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 alongwith 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.
12. In support of the "Green Initiative" announced by the government of India, electronic copies of the Annual Report for FY 2018-19 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to e-mail addresses that have been made available to the Company/Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not resistered their e-mail addresses, physical copies of Annual Report for FY 2018-19 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to them in the permitted mode. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Annual Report /Notice for attending the meeting.
13. 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 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.
14. 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.
15. DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE - APPOINTMENT/WIDE ITEM NO. 3, 6 & 7 in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:-

Name of the Director	Mr. Dwarika Prasad Tantia	Mr. Sunil Ishwarlal Patwari	Dr.(Mrs.) Mamta Binani
DIN	00001341	00024007	00462925
Date of Birth and Age	27 th May, 1954/65 Years	15 th January, 1960/ 59 Years	10 th October, 1972/47 years
Date of Appointment on the Board	15.05.2004	15.06.2010	13.08.2012
Qualifications	B.Com(Hons)	B. Com, FCA, PGDM (IIMA)	B.Com, FCS, LLB
Experience and Expertise	Mr. Dwarika Prasad Tantia is the Non-executive Chairman and Promoter of the Company. He is a B. Com (Hons) Graduate with more than 45 years of business experience. He pioneered the Company's entry into the sleeper business and its eventual foray into international markets. As Group Founder & Chairman, Mr. Dwarika Prasad Tantia sets the overall direction and vision of the Company's businesses and projects.	Mr. Sunil Ishwarlal Patwari aged about 59 years, is a Chartered Accountant and having PGDM degree form IIM Ahmedabad. He is an Industrialist having rich business experience of over 30 years in the field of business management, accounts, taxation and finance and a renowned personality in his field.	Dr. Mamta Binani aged 47 years, is a Company Secretary and Law Graduate. She served as the National Past President of the Institute of Company Secretaries of India and has been a Practicing Company Secretary for over 22 years. She has wide experience in the realms of Corporate Consultation and advisory. She is also serving on the Boards of various prestigious companies, as an Independent Director.

Name of the Director	Mr. Dwarika Prasad Tantia	Mr. Sunil Ishwarlal Patwari	Dr.(Mrs.) Mamta Binani
Shareholding in GPT Infraprojects Limited	665100 Equity Shares	NIL	NIL
Disclosure of relationship between directors inter-se	Mr. Dwarika Prasad Tantia is the father of Mr. Atul Tantia, Executive Director & CFO and Mr. Vaibhav Tantia, Director & COO of the Company.	NIL	NIL
Names of other public Companies in which the person also hold the directorship and membership of committees of the Board #	<p>Directorship: None</p> <p>Membership: None</p>	<p>Directorship: 1. Nagreeka Exports Ltd. 2. Nagreeka Capital & Infrastructure Ltd</p> <p>Membership: 1. Nagreeka Exports Ltd 1. Audit Committee 2. Stakeholders' Relationship Committee 2. Nagreeka Capital & Infrastructure Ltd 1. Audit Committee</p> <p>Committee Chairmanship :- None</p>	<p>Directorship: 1. Magma Housing Finance Limited 2. Century Plyboards(India) Limited 3. Emami Cement Limited 4. Skipper Limited 5. KKalpana Industries (India) Limited 6. Anmol Industries Limited</p> <p>Membership: Audit Committee: 1. Emami Cement Limited 2. Century Plyboards (India) Limited 3. Magma Housing Finance Limited</p> <p>N & R Committee : 1. Century Plyboards(India) Limited 2. KKalpana Industries (India) Limited 3. Emami Cement Limited 4. Magma Housing Finance Limited</p> <p>CSR Committee : 1. Century Plyboards(India) Limited 2. Emami Cement Limited</p> <p>SR Committee : 1. Emami Cement Limited</p> <p>Committee Chairmanship :- Audit Committee: 1. Anmol Industries Limited</p> <p>N& R Committee : 1. Anmol Industries Limited 2. Skipper Limited</p> <p>CSR Committee : 1. Anmol Industries Limited</p> <p>Share Transfer Cum Stakeholders Relationship Committee : 1. Century Plyboards (India) Limited</p>

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

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

Item No. 4:

Though not statutorily required, the following is being provided as an additional information to the Members as required by amended SEBI (LODR) Regulations.

M/s. S. R. Batliboi & Co LLP, Chartered Accountants, Statutory Auditors of the Company were appointed for five years in the 34th Annual General Meeting (AGM) held on 29th August 2014. In terms of their appointment made at the 34th AGM, they are holding office of the Statutory Auditors up to the conclusion of 39th AGM of the Company and whose term of re appointment has expired by virtue of Section 139(2) of the Companies Act, 2013, at the conclusion of this 39th AGM.

On the recommendation of Audit Committee, the Board has also recommended the appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Statutory Auditors in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting till the Conclusion of 44th Annual General Meeting at a remuneration of ₹16,00,000/- plus outlays, taxes and other applicable expenses in connection with Statutory Audit and/or continuous audit. The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration for remaining tenure during the proposed tenure of five years.

M/s. MSKA & Associates will conduct audit along with M/s. SN Khetan & Associates, Chartered Accountants (Firm Registration No. 325653E), who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 43rd Annual General Meeting of the Company.

M/s. MSKA & Associates specializes in providing high-end services in Tax, Regulatory and Audit Assurance domain. Built on a foundation of quality, an ability to think out-of-the-box and a business -focused and result oriented approach.

MSKA is today positioned as one of the largest mid-sized firms in India with a strong presence in Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi - Gurgaon and Pune.

The remuneration payable to M/s. MSKA & Associates is based on the fee proposal received at the time of selection of the Statutory Auditors by the Audit Committee and is lower as compared to the remuneration of retiring Auditors M/s. S.R. Batliboi & Co. LLP due to stiff market condition.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item

No.4 of the Notice for appointment of M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, the retiring Statutory Auditor, to hold office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the Conclusion of 44th Annual General Meeting of your Company.

M/s. MSKA & Associates, Chartered Accountants, have given their consent for the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any.

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

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

Item No. 5:

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 2019-20.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

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. Sunil Ishwarlal Patwari (DIN: 00024007) is an Independent Non-Executive Director and Chairman of the Nomination and Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in June, 2010.

Pursuant to the Act, Mr. Patwari, was appointed as an Independent Non-Executive Director by the Members of the Company in the 34th Annual General Meeting held on 29th August, 2014, to hold office for a period of five consecutive years up to the conclusion of 39th Annual General Meeting of the Company, not liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Patwari, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from the conclusion of this 39th Annual General Meeting up to the conclusion of 44th Annual General Meeting of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

Mr. Patwari aged about 59 years holds PGDM degree from IIM- Ahmedabad and a member of the Institute of Chartered Accounts of India. He is the Promoter and Managing Director of Nagreeka Exports Limited and Nagreeka Capital & Infrastructure Limited. He is having vast experience in the areas of business management, accounts, taxation and finance.

Mr. Sunil Ishwarlal Patwari, has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Patwari fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for re-appointment of Mr. Patwari as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, excluding Saturday and Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Patwari as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out at Item No. 6 of the Notice of the AGM for approval of the members.

Except Mr. Patwari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 7:

Dr. Mamta Binani (DIN: 00462925) is an Independent Non-Executive Director and member of the Audit Committee and CSR Committee of the Board of Directors of the Company. She joined the Board of Directors of the Company in August, 2012. Pursuant to the Act, Dr. Mamta Binani, was appointed as an Independent Non-Executive Director by the Members of the Company in the 34th Annual General Meeting held on 29th August, 2014 to hold office for a period of five consecutive years up to the conclusion of 39th Annual General Meeting of the Company, not liable to retire by rotation.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Dr. Mamta Binani, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from the conclusion of this 39th Annual General Meeting up to the conclusion of 44th Annual General Meeting of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing her candidature for the office of Director.

Dr.(Mrs.) Mamta Binani aged about 47 years is a fellow member of the Institute of Company Secretaries of India and also a law graduate. She is the National Past President of the Institute of Company Secretaries of India and has been a Practising Company Secretary for over 22 years and the first Insolvency Professional in the country. Dr. Binani is currently the Chief Mentor

at Mamta Binani & Associates (A Practicing Company Secretaries firm). She is also the Vice President of the Kolkata National Company Law Tribunal Bar Association and is the Chairperson of the Merchant Chamber of Commerce-Corporate Law and Governance Committee and is the National Co-Chairperson of the Insolvency & Bankruptcy Committee of ICC and a member of the Legal Committee of the Indian Chamber of Commerce (ICC). She is also serving on the Boards of various prestigious companies, as an Independent Director.

Dr. Mamta Binani, has given a declaration to the Board that she meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Dr. Binani fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for re-appointment of Dr. Binani as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 1:00 pm) on any working day, excluding Saturday and Sunday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Binani as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution as set out at Item No. 7 of the Notice of the AGM for approval of the members.

Except Dr. Binani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 8:

The Shareholders of the Company at the 37th Annual General Meeting of the Company held on 18th August, 2017, had approved the payment of Commission at a rate of 1% (one percent) of the net profit of the Company for a period of five years commencing from the financial year 2017-18 to Mr. Dwarika Prasad Tantia, Chairman of

the Company who is neither a Managing Director nor a Whole - Time Director of the Company. However, as per SEBI Notification No. SEBI/LAD-RO/GN/2018/10 dated 9th May, 2018, effective from 1st April, 2019, the approval of shareholders by special resolution shall be obtained every year, in case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. The Commission payable to Mr. Dwarika Prasad Tantia, Chairman of the Company may exceed 50% of the total annual remuneration payable to all non-executive directors during the Financial Year 2019-20.

The Board of Directors at their meeting held on 29th May, 2019, based on the recommendation of the Nomination and Remuneration Committee, recommend to the shareholders, the payment of commission at a rate of 1% of the net profit of the Company for the financial year 2019-20, in addition to the fees payable for attending meetings of the Board/Committee thereof and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.

The Board keeping in view of his wide experience and guidance to the Company in day to day business and in the best interest of the Company, recommends the special resolution as set out in Item No. 8 of the Notice for approval of the members.

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

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

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

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not 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 one year;
- iv. a statement containing specified information is set out hereunder :

I. GENERAL INFORMATION																																																																						
Name	Mr. Dwarika Prasad 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	(₹ In lacs, except per share data)																																																																					
Foreign investments or collaborators, if any.	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> <th colspan="2">Consolidated</th> </tr> <tr> <th>2018-19</th> <th>2017-18</th> <th>2018-19</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Earnings before Interest, Tax & Dep.(EBITDA)</td> <td>6678.63</td> <td>7574.08</td> <td>7777.67</td> <td>8517.14</td> </tr> <tr> <td>Profit/(loss) before Tax(PBT)</td> <td>910.78</td> <td>2157.03</td> <td>1495.00</td> <td>2548.26</td> </tr> <tr> <td>Profit/(loss) after Tax (PAT)</td> <td>838.94</td> <td>1734.34</td> <td>1265.53</td> <td>2056.00</td> </tr> <tr> <td>Add: Other Comprehensive Income (net of tax)</td> <td>7.09</td> <td>(36.63)</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total Comprehensive Income for the year</td> <td>846.03</td> <td>1697.71</td> <td>1265.53</td> <td>2056.00</td> </tr> <tr> <td>Total Comprehensive Income attributable to Non-controlling Interest</td> <td>-</td> <td>-</td> <td>89.27</td> <td>59.42</td> </tr> <tr> <td>Total Comprehensive Income attributable to owners of the Company</td> <td>846.03</td> <td>1697.71</td> <td>1176.26</td> <td>1996.58</td> </tr> <tr> <td>Profit and loss brought forward</td> <td>8698.94</td> <td>7832.24</td> <td>11550.99</td> <td>10385.41</td> </tr> <tr> <td>Amount available for appropriation</td> <td>9620.24</td> <td>9529.95</td> <td>12802.53</td> <td>12381.99</td> </tr> <tr> <td>Earnings per Share:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Basic</td> <td>2.88</td> <td>5.96</td> <td>4.04</td> <td>6.86</td> </tr> <tr> <td>Diluted</td> <td>2.88</td> <td>5.96</td> <td>4.04</td> <td>6.86</td> </tr> </tbody> </table>	Particulars	Standalone		Consolidated		2018-19	2017-18	2018-19	2017-18	Earnings before Interest, Tax & Dep.(EBITDA)	6678.63	7574.08	7777.67	8517.14	Profit/(loss) before Tax(PBT)	910.78	2157.03	1495.00	2548.26	Profit/(loss) after Tax (PAT)	838.94	1734.34	1265.53	2056.00	Add: Other Comprehensive Income (net of tax)	7.09	(36.63)	-	-	Total Comprehensive Income for the year	846.03	1697.71	1265.53	2056.00	Total Comprehensive Income attributable to Non-controlling Interest	-	-	89.27	59.42	Total Comprehensive Income attributable to owners of the Company	846.03	1697.71	1176.26	1996.58	Profit and loss brought forward	8698.94	7832.24	11550.99	10385.41	Amount available for appropriation	9620.24	9529.95	12802.53	12381.99	Earnings per Share:					Basic	2.88	5.96	4.04	6.86	Diluted	2.88	5.96	4.04	6.86
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Foreign investments or collaborators, if any	The Company has 2 foreign Subsidiaries and 1 Associate. They are as follows: 1) GPT Concrete Products South Africa Pty, Limited, South Africa (Subsidiary): GPT Infraprojects Limited had invested in 27,000 Ordinary Shares of ZAR 1 each of the company i.e., 54% of the shares are held by the Company. 2) GPT Investments Private Limited, Mauritius (Subsidiary): GPT Infraprojects Limited had invested in 20,00,000 Ordinary Shares of UD\$ 1 each of the company i.e., 100% of the shares are held by the Company. 3) GPT Transnamib Concrete Sleepers Pty, Limited, Namibia (Associate): GPT Infraprojects Limited had invested in 46,25,000 Ordinary Shares of NAD 1 each of the company i.e., 37% of the shares are held by the Company.																																																																					
II. INFORMATION ABOUT THE APPOINTEE																																																																						
Background details	Mr. Dwarika Prasad Tantia is the Non-executive Chairman and Promoter of the Company. He is a B. Com (Hons) Graduate with more than 45 years of experience in the Business of the Company. As Group Founder & Chairman, Mr. Dwarika Prasad Tantia sets the overall direction and vision of the Company's business and projects. In particular, Mr. Dwarika Prasad Tantia takes personal interest in international business development and project execution, and new business ventures.																																																																					
Past remuneration	Mr. Dwarika Prasad Tantia entitled for sitting fee for attending the Board and Committee Meetings of the Company and was also entitled to a Commission at a rate of 1% of net profits of the Company upto the Financial year 2018-19, as approved by the shareholders of the Company at their meeting held on 18 th August, 2017.																																																																					
Recognition or awards	None																																																																					
Job profile and his suitability	To supervise and conduct the Board meeting. Accordingly, Mr. Dwarika Prasad Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Chairman of the Company.																																																																					
Remuneration proposed	It is as appearing in the proposed resolution under item No. 8																																																																					

Comparative remuneration with respect to industry, profile and size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Dwarika Prasad Tantia is commensurate with the remuneration paid to a Chairman of the said profile in respect to the similar industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Dwarika Prasad Tantia is the father of Mr. Atul Tantia, Executive Director & CFO and Mr. Vaibhav Tantia, Director & COO of the Company. Mr. Dwarika Prasad Tantia, Mr. Atul Tantia and Mr. Vaibhav Tantia holds 665100, 634912 and 684752 equity shares of the Company respectively as on date. He is also director of the following Companies:- 1. GPT Healthcare Private Limited 2. GPT Castings Limited 3. GPT Sons Pvt. Limited 4. TM Medicare Pvt. Limited 5. GPT Concrete Products South Africa (Pty.) Ltd., South Africa

III. OTHER INFORMATION

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

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2018-19 :

- (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.

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

Place: Kolkata
Date: 29th May, 2019

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

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 the 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:

Venue:- Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064, West Bengal (India) (Adjacent to Indian Oil Petrol Pump)





GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700 098, West Bengal, 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 PROXYFORM

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

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

Name :

Address :

Email ID : Signature: or failing him

Name :

Address :

Email ID : Signature: or failing him

Name :

Address :

Email ID : Signature: appoint

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Tuesday, 30th July, 2019, at 3.00 p.m. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064, West Bengal, (India) (Adjacent to Indian Oil Petrol Pump) 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 (Standalone & Consolidated) for the year ended March 31, 2019 together with Reports of Board of Directors' and Auditor's thereon.		
2.	Confirmation of the payment of Interim dividend on equity shares for the financial year ended 31 March, 2019 as final dividend.		
3.	Appointment of a Director in place of Mr. Dwarika Prasad Tantia (DIN 00001341), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as statutory auditors of the Company for a continuous period of 5 years in place of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), the retiring Statutory Auditor.		

Sl. No.	Resolutions	Optional*	
		For	Against
	SPECIAL BUSINESSES		
5.	Ratification of Remuneration of Cost Auditors for the Financial Year 2019-20.		
6.	Reappointment of Mr. Sunil Ishwarlal Patwari as Non -Executive Independent Director for another term of 5 consecutive years.		
7.	Reappointment of Dr.(Mrs) Mamta Binani as Non -Executive Independent Director for another term of 5 consecutive years.		
8.	Payment of Commission @ 1 % of the Net Profit of the Company to Mr. Dwarika Prasad Tantia Non -Executive Chairman of the Company.		

Affix Revenue Stamp

Signed this day of 2019.

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 39th 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.



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700 098, West Bengal, India

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

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	

Full Name of the Shareholder attending:.....

Full Name of joint-holder:.....

(To be filled in if first named Joint-holder does not attend meeting)

Name of Proxy:.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I/We hereby record my/our presence at the 39th Annual General Meeting of the Company held on Tuesday, 30th July, 2019, at 3.00 p.m. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata – 700 064 (Adjacent to Indian Oil Petrol Pump).

.....
(Member's/Proxy's Signature)

Note: 1. 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.

Note: 2. Physical copy of Annual Report for 2018-19 and the notice of the Annual General Meeting inter alia indicating the process and manner of remote e-vetoing along with attendance slip and proxy form are being sent to all members in the permitted mode. A Member/Proxy Holder attending the meeting should bring copy of Annual Report for reference at the meeting.

E-voting Information

EVSN (Electronic Voting Sequence Number)	User Id (Demat Account/Folio No)	PAN/Default Number	DOB/Dividend Bank Details
190706001	As per instructions in the Note No. 11(I)(v) of the 39th AGM Notice	Original PAN/as per Instructions in the Note No.11(I)(viii)of the 39th AGM Notice	As per instructions in the Note No. 11(I)(viii) of the 39thAGM Notice

KYC FORM

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

Date://.....//.....

Unit (Company name)

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)
	Required	Required	Required	Required	Required	Required
	Required	Required	Required	Required	Required	Required
	Required	Required	Required	Required	Required	Required
	Required	Required	Required	Required	Required	Required

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:
Registered holder

Sign:
Joint holder 1

Sign:
Joint holder 2

Sign:
Joint holder 3

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

