



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

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Proceedings of the 38th Annual General Meeting of GPT Infraprojects Limited held on 18th August, 2017, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The 38th Annual General Meeting of the Members of the Company was held on Tuesday, 21st day of August, 2018 at 03:00 P.M. at Rabindra Okakura Bhawan, DD- 27A/1, Salt Lake, Kolkata - 700 064.

Mr. Dwarika Prasad Tantia, Chairman of the Company, chaired the proceedings of the Meeting.

After verifying the attendance register and proxies, the Chairman declared that the required quorum was present and called the meeting to order. The Quorum was present throughout the meeting. The Chairman announced that the Register of Director's Shareholding, Register of Members and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof were available for inspection by the members of the company.

The following Directors and Key Managerial Personnel were present:

- Mr. Dwarika Prasad Tantia - Chairman
- Mr. Viswa Nath Purohit - Independent Director & Chairman of Audit Committee
- Mr. Kashi Prasad Khandelwal - Independent Director
- Mr. Shree Gopal Tantia - Managing Director
- Mr. Atul Tantia - Executive Director
- Mr. Vaibhav Tantia- Director & COO
- Mr. Arun Kumar Dokania-Chief Financial Officer
- Mr. A.B Chakrabartty - Company Secretary

The Chairman also acknowledged the attendance of Mr. Harsh Saraf, Authorized Representative of the Statutory Auditors M/s. S.R. Batliboi & CO LLP, Chartered Accountants and representative of M/s. Jitendra Patnaik & Associates, Practicing Company Secretary, the Scrutinizer and Secretarial Auditor of the Company. The other directors could not attend due to some urgent works.

Thereafter, the Chairman addressed the members. He pointed out the achievements made by the Company since the last Annual General Meeting. He explained the Company's policy in formulating plans for the growth of the Company. He also explained about the industry outlook.

The Chairman declared with the permission of the members that the notice convening the 38th Annual General Meeting and the Directors' Report having been circulated already, be taken as read.

All the business proposed before the 38th Annual General Meeting were conducted as per the provisions of the Companies Act, 2013, the Rules made there under, Listing Regulations and the applicable circulars/ guidelines issued by the Ministry of Corporate Affairs.

Thereafter, the Chairman took up the agenda item No. 1 to 10 one by one as contained in the Notice of the 38th Annual General Meeting of the Company and invited members, who would like to ask questions to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any on the Agenda Items. The questions/queries raised by the members were suitably replied to and clarified.

The Chairman further informed that pursuant to the provisions of Sections 101 and 108 of the Companies Act, 2013 read with Rules 18 and 20 of Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2(SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India, the Company had provided electronic voting facility, i.e. remote e-voting to the members entitled to cast their vote through CDSL e-voting platform between Friday, 17th August, 2018 to Monday, 20th August, 2018, in proportion to their shareholding as on the cut-off date of 14th August, 2018 in respect of the agenda item No. 1 to 10 of the Notice of Annual General Meeting . He declared that the Scrutinizer for the electronic voting, Mr. Jitendra Patnaik, Practicing Company Secretary, appointed for carrying out the electronic voting in a fair and transparent manner, would submit the report on the electronic voting as well as voting done through Polling/Ballot paper to the Chairman within 48 hours of the Annual General Meeting.

After the items set out in the notice of AGM dated 1st June, 2018 were transacted, the Chairman declared that the members present in person and through proxies, who have not cast their vote through e-voting were requested to cast their vote through polling/ballot paper in respect of all the resolutions set out against items No. 1 to 10 of the Notice of the 38th Annual General Meeting. Thereafter, the Scrutinizer distributed the ballot papers and the shareholders casted their votes and deposited the ballot papers in the ballot box.

The Scrutinizer took the ballot box in his custody.

The Items set out in the Notice for which the approvals from the Shareholders were sought are as follows:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements for the year ended March 31, 2018 together with Reports of Board of Directors and Auditors thereon.
2. Confirmation of the payment of 1st and 2nd Interim dividends on equity shares for the financial year ended 31 March, 2018 as final dividend
3. Appointment of Mr. Atul Tantia (DIN: 00001238), as Director of the Company, retired by rotation.
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.

SPECIAL BUSINESS:

5. Ratification of Remuneration payable to the Cost Auditors of the Company for the financial year ended March 31, 2019.
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 w.e.f 1st August, 2018.
8. Reappointment of Mr. Atul Tantia as Whole Time Director for period of 3 years w.e.f 1st August, 2018.
9. Reappointment of Mr. Vaibhav Tantia as Whole Time Director for period of 3 years w.e.f 1st August, 2018.
10. Increase of Borrowing Powers of the Company from Rs.700 Crores to Rs. 1000 Crores.

The Chairman concluded the meeting stating that the voting results shall be available on the website of the company www.gptinfra.in and also on the website Stock Exchanges where the shares of the company are listed, within forty-eight hours from the conclusion of this meeting.

Please take the above information on record. This is a summary of the proceedings of the 38th Annual General Meeting and may not be regarded as the Minutes of the Meeting.

The details of combined voting (E-voting and Ballot Voting) as required under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , will be sent to you immediately after receipt of the Scrutinizers Report.

Should you require any further information/ clarifications in this regard, please contact Mr. A.B. Chakrabarty (Membership No. FCS 7184), Company Secretary at Phone No. 033 -4050-7000 or at e-mail id: abchakrabarty@gptgroup.co.in

Date : 21.08.2018

Place : Kolkata