

<b>General information about company</b>	
Scrip code	533761
NSE Symbol	GPTINFRA
MSEI Symbol	NOTLISTED
ISIN	INE390G01014
Name of the entity	GPT INFRAPROJECTS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Kind of directors explanatory																
Is a Regular Chairperson		Yes														
Is related to MD or CEO		No														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulation)
Executive - Independent Director	Chairperson related to Promoter		27-05-1954	No				Active	NA		15-05-2004	15-05-2004			1	0
Executive Director	Not Applicable	MD	14-10-1964	No				Active	NA		01-01-1987	01-08-2021			1	0
Executive Director	Not Applicable		16-03-1980	No				Active	NA		27-02-2004	01-08-2021			1	0
Executive Director	Not Applicable		18-05-1981	No				Active	NA		13-08-2012	01-08-2021			1	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director in listed entity including this listed entity (Refer Regulation 17A of Listing Regulations)
Non-Executive - Independent Director	Not Applicable		10-10-1972	No				Active	NA		29-05-2014	30-07-2019		107	6	6
Non-Executive - Independent Director	Not Applicable		04-03-1951	No				Active	NA		23-05-2017	28-07-2022		70	4	4
Non-Executive - Independent Director	Not Applicable		15-11-1960	No				Active	NA		29-05-2014	30-07-2019		107	3	1
Non-Executive - Independent Director	Not Applicable		06-03-1951	No				Active	NA		01-09-2015	21-08-2020		92	1	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00748523	KASHI PRASAD KHANDELWAL	Non-Executive - Independent Director	Chairperson	23-05-2017		
2	00462925	MAMTA BINANI	Non-Executive - Independent Director	Member	29-05-2014		
3	07075207	SHANKAR JYOTI DEB	Non-Executive - Independent Director	Member	30-03-2019		
4	00001238	ATUL TANTIA	Executive Director	Member	14-11-2018	31-01-2023	Textual Information(1)

**Sr Text Block**

Textual Information(1)

On 31st January 2023, The Audit Committee was reconstituted and Mr. Atul Tantia ceased to be the member in the Audit Committee. Mr. Atul Tantia still continues to be member of the Board

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00024007	SUNIL ISHWARLAL PATWARI	Non-Executive - Independent Director	Chairperson	29-05-2014		
2	07075207	SHANKAR JYOTI DEB	Non-Executive - Independent Director	Member	30-03-2019		
3	00748523	KASHI PRASAD KHANDELWAL	Non-Executive - Independent Director	Member	14-08-2019		
4	00001341	DWARIKA PRASAD TANTIA	Non-Executive - Non Independent Director	Member	31-10-2009	31-01-2023	Textual Information(1)

**Sr Text Block**

Textual Information(1)

On 31st January 2023, The Nomination & Remuneration Committee was reconstituted and Mr. Dwarika Prasad Tantia ceased to be the member in the Nomination & Remuneration Committee. Mr. Dwarika Prasad Tantia still continues as Chairperson of the Board.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07075207	SHANKAR JYOTI DEB	Non-Executive - Independent Director	Chairperson	23-05-2017		Textual Information(1)
2	00001346	SHREE GOPAL TANTIA	Executive Director	Member	23-05-2017		
3	00001345	VAIBHAV TANTIA	Executive Director	Member	31-01-2023		Textual Information(2)
4	00001341	DWARIKA PRASAD TANTIA	Non-Executive - Non Independent Director	Chairperson	23-05-2017	31-01-2023	Textual Information(3)



<b>Sr Text Block</b>	
Textual Information(1)	On 31st January 2023, The Committee was reconstituted and Mr. Shankar Jyoti Deb was inducted as a Chairperson in the Stakeholders Relationship Committee.
Textual Information(2)	On 31st January 2023, The Committee was reconstituted and Mr. Vaibhav Tantia was inducted as a member in the Stakeholders Relationship Committee.
Textual Information(3)	On 31st January 2023, The Stakeholders Relationship Committee was reconstituted and Mr. Dwarika Prasad Tantia ceased to be the Chairperson in the the SRC Committee. Mr. Dwarika Prasad Tantia still continues as Chairperson of the Board.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001341	DWARIKA PRASAD TANTIA	Non-Executive - Non Independent Director	Chairperson	29-05-2014		
2	00001346	SHREE GOPAL TANTIA	Executive Director	Member	29-05-2014		
3	00462925	MAMTA BINANI	Non-Executive - Independent Director	Member	30-03-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	05-11-2022				Yes	8	7	3
2		31-01-2023	86		Yes	8	8	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-11-2022				Yes	4	3	2	0
2	Audit Committee	31-01-2023	86			Yes	4	4	3	0
3	Nomination and remuneration committee	08-02-2023	7			Yes	3	2	2	0

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Mohit Arora
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://gptinfra.in/#">https://gptinfra.in/#</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://gptinfra.in/wp-content/uploads/2023/02/GIL-Terms-of-Appointment-of-Independent-Director-2023.pdf">https://gptinfra.in/wp-content/uploads/2023/02/GIL-Terms-of-Appointment-of-Independent-Director-2023.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://gptinfra.in/share-holder-information/#CommitteetotheBoard">https://gptinfra.in/share-holder-information/#CommitteetotheBoard</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://gptinfra.in/wp-content/uploads/2022/08/Code-of-Conduct.pdf">https://gptinfra.in/wp-content/uploads/2022/08/Code-of-Conduct.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://gptinfra.in/docs/corporate_policy/GIL-Vigil_Mechanism-Whistle_Blower_Policy_2021.pdf">https://gptinfra.in/docs/corporate_policy/GIL-Vigil_Mechanism-Whistle_Blower_Policy_2021.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://gptinfra.in/docs/corporate_policy/GIL-%20Criteria%20for%20making%20payment%20to%20Non%20Executive%20Directors.pdf">https://gptinfra.in/docs/corporate_policy/GIL-%20Criteria%20for%20making%20payment%20to%20Non%20Executive%20Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://gptinfra.in/docs/corporate_policy/GIL_Related_Party_Transaction_Policy_2022.pdf">https://gptinfra.in/docs/corporate_policy/GIL_Related_Party_Transaction_Policy_2022.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://gptinfra.in/docs/corporate_policy/GIL-Material%20Subsidiary%20Policy.pdf">https://gptinfra.in/docs/corporate_policy/GIL-Material%20Subsidiary%20Policy.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://gptinfra.in/docs/corporate_policy/Familiarization_Program_for_Independent_Directors_2022.pdf">https://gptinfra.in/docs/corporate_policy/Familiarization_Program_for_Independent_Directors_2022.pdf</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://gptinfra.in/contact/">https://gptinfra.in/contact/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://gptinfra.in/contact/">https://gptinfra.in/contact/</a>
12	Financial results	Yes		<a href="https://gptinfra.in/financials/">https://gptinfra.in/financials/</a>
13	Shareholding pattern	Yes		<a href="https://gptinfra.in/share-holder-information/#ShareholdingPattern">https://gptinfra.in/share-holder-information/#ShareholdingPattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://gptinfra.in/share-holder-information/#EarningsCall">https://gptinfra.in/share-holder-information/#EarningsCall</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://gptinfra.in/share-holder-information/#DisclosureInformation">https://gptinfra.in/share-holder-information/#DisclosureInformation</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://gptinfra.in/share-holder-information/#CreditRating">https://gptinfra.in/share-holder-information/#CreditRating</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://gptinfra.in/financials/#AnnualReportSubsidiaries">https://gptinfra.in/financials/#AnnualReportSubsidiaries</a>
20	Whether company has provided information under separate section on its website as per Regulation 46 (2)	Yes		<a href="https://gptinfra.in/regulation-46-of-the-lodr/">https://gptinfra.in/regulation-46-of-the-lodr/</a>

21	Materiality Policy as per Regulation 30	Yes		<a href="https://gptinfra.in/docs/corporate_policy/Policy_for_Determining_Materiality_of_Disclosures.pdf">https://gptinfra.in/docs/corporate_policy/Policy_for_Determining_Materiality_of_Disclosures.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://gptinfra.in/docs/corporate_policy/GIL_Dividend_Policy.pdf">https://gptinfra.in/docs/corporate_policy/GIL_Dividend_Policy.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.gptinfra.in">www.gptinfra.in</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	Mohit Arora
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Mohit Arora
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

**Text Block**

Textual Information(1)

The Company has not given any loans / provide any securities /give guarantees to any of the Promoter or Promoter Group or Directors/KMPs or any other entity controlled by the promoter / promoter Group except guarantee given to subsidiary company incorporated outside India.

<b>Signatory Details</b>	
Name of signatory	Mohit Arora
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	18-04-2023

