



GPT Infraprojects Limited

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GPTINFRA/CS/SE/2024-25

July 30, 2024

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| The Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400001 Scrip Code: 533761 | National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Scrip Symbol: GPTINFRA |
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Dear Sir/Madam

Subject: Submission of Proceedings of 44th Annual General Meeting of the Company

In continuation to our earlier letter July 05, 2024, we wish to inform you that the 44th Annual General Meeting ('AGM/Meeting') of the Company was held today i.e. Tuesday, July 30, 2024 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA), circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the business(es) mentioned in the Notice dated May 17, 2024 for convening the Meeting ('Notice'), were duly transacted.

In this regard, please find enclosed the summary of proceedings as required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as **Annexure-A**.

The Meeting commenced at 03:00 P.M. IST and concluded at 4.05 P.M. IST (including the time allowed for e-voting at the AGM).

Kindly take the aforesaid information on record and oblige.

Thanking You,

Yours sincerely,

For GPT Infraprojects Limited

Mohit Arora
Company Secretary
M.No A51590

Enclosed: A/a

CC:

1. National Securities Depository Limited, Trade World, A Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

2. Central Depository Services (India) Ltd, Marathon Futurex, A Wing, 25th Floor, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel, Mumbai - 400 013

Annexure-A

The 44th Annual General Meeting ('AGM/Meeting') of the members of GPT Infraprojects Limited (the 'Company') was held today i.e., **Tuesday, July 30, 2024 at 03:00 P.M.** IST by way of Video Conferencing/Other Audio-Visual Means ('VC/OAVM') in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA), circulars issued by the Securities and Exchange Board of India (SEBI) and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder and the business(es) mentioned in the Notice dated May 17, 2024 for convening the Meeting ('Notice'), were duly transacted.

The Meeting commenced at 03:00 P.M. IST and concluded at 4.05 P.M. IST (including the time allowed for e-voting at the AGM).

Mr. D P Tantia, Non-Executive Chairman of the Company, could not attend the meeting due to some unavoidable reasons, and therefore, Mr. Shree Gopal Tantia, Managing Director was requested to take the chair for the 44th AGM of the Company.

Before commencing the proceedings, Mr. Mohit Arora, Company Secretary of the Company, extended a warm welcome to all the members attending the meeting through VC/OAVM and thereafter, Mr. Atul Tantia, Executive Director & CFO of the Company introduced the Board of Directors and Key Managerial Personnel of the Company. The following Directors and Key Managerial Personnel were present through Video Conference from their respective locations:

| SNO | Name of the Directors/KMPs | Designation |
|-----|-----------------------------|--|
| 1 | Mr. Shree Gopal Tantia | Managing Director & Chairman for the 44 th AGM |
| 2 | Mr. Atul Tantia | Executive Director & CFO |
| 3 | Mr. Vaibhav Tantia | Director & COO |
| 4 | Mr. Amrit Jyoti Tantia | Director (Projects) |
| 5 | Mr. Kashi Prasad Khandelwal | Independent Director and Chairman of Audit Committee |
| 6 | Mr. Aditya Kumar Mittal | Independent Director and Chairman of Nomination and Remuneration Committee |
| 7 | Mr. Shankar Jyoti Deb | Independent Director and Chairman of Stakeholders Relationship Committee |
| 8 | Mrs. Rashmi Bihani | Woman Independent Director |
| 9 | Mr. Arun Kumar Dokania | Independent Director |
| 10 | Mr. Mohit Arora | Company Secretary and Compliance Officer |

Further, the representatives of Statutory Auditors, Secretarial Auditors and the Scrutinizer for the Meeting were also present at the Meeting.

As per the records of attendance, 106 members attended the Meeting. Mr. Mohit Arora confirmed to the Chairman that the requisite quorum is present to proceed with the meeting.

Mr. Atul Tantia further briefed the members on the general instructions relating to their participation at the Meeting and also, that the Company had taken all feasible efforts for conducting this AGM in a smooth manner to enable participation and voting through electronic mode.

It was also informed that as stated in the notes set out in the Notice, the statutory registers required under the Act were available electronically for inspection by the members during the AGM by sending request(s) as per the guidelines stated in the Notice.

With the consent of the members present at the Meeting, the Notice along with the Annual Audited Financial Statements with Directors' and Auditors' Report for the year ended March 31, 2024 as sent to the members through electronic mode and available on the Company's website, were taken as read. It was confirmed that the Auditors' Report does not contain any qualifications/modified opinion or adverse remarks.

The Chairman then made his opening remarks and delivered his official address to the members. Post conclusion of the Chairman's speech, the business items as stated in the Notice were transacted.

The members were further informed that in compliance with the Act, the Company had provided the remote e-voting facility before and during the AGM, to the members determined as on the Cut Off date i.e. Tuesday, July 23, 2024, to cast vote electronically on all the resolutions set forth in the Notice. The remote e-voting period before the date of AGM commenced on Friday, July 26, 2024 (at 9.00 a.m. IST) and ended on Monday, July 29, 2024 (at 5.00 p.m. IST). Members, who did not cast their votes electronically earlier, were also permitted to cast their votes during the course of Meeting through the e-voting system provided by NSDL as detailed in the Notice.

In terms of the Notice, the following items of business were transacted at the Meeting:

| Sl. No. | Item of Businesses | Type of Resolution |
|--------------------------|--|---------------------|
| ORDINARY BUSINESS | | |
| 1. | To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended March 31, 2024 together with Reports of Board of Directors and Auditors thereon. | Ordinary Resolution |
| 2. | To confirm the payment of Interim Dividends on Equity Shares for the financial year 2023-24. | Ordinary Resolution |
| 3. | To appoint a Director in place of Mr. Shree Gopal Tantia (DIN: 00001346), who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary Resolution |
| 4. | To consider the re-appointment of MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors of the Company. | Ordinary Resolution |
| SPECIAL BUSINESS | | |
| 5. | To ratify the Remuneration of Cost Auditors for the FY 2024-25. | Ordinary Resolution |
| 6. | Reappointment of Mr. Shree Gopal Tantia as the Managing Director | Special Resolution |

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| 7. | Reappointment of Mr. Atul Tantia as Whole-Time Director | Special Resolution |
| 8. | Reappointment of Mr. Vaibhav Tantia as Whole-Time Director | Special Resolution |
| 9. | Payment of Commission to Mr. Dwarika Prasad Tantia, Non - Executive Chairman of the Company | Special Resolution |

The members were given an opportunity to speak at the Meeting by registering themselves as the speaker as per the procedure detailed in the Notice. Members, who had pre-registered themselves and conveyed their willingness to speak at the Meeting, were sequentially invited to express their views or ask questions and seek clarification(s). Appropriate responses/clarifications were provided to the questions/queries raised by the members.

Post the Question & Answer Session, Mr. Atul Tantia, Executive Director & CFO extended his gratitude and appreciation to the members, Chairman, Board of Directors, Auditors, for their continued support and for attending and participating in the Meeting.

The e-voting facility was kept open for next 15 minutes post the conclusion of the proceedings to enable the members to cast their votes.

The Board of Directors had appointed Mr. Ashok Kumar Daga, Practicing Company Secretary (Membership No. FCS No. 2699, CP No. 2948) as the Scrutinizer to supervise the e-voting process in a fair and transparent manner.

It was further confirmed that the requisite quorum was present throughout the Meeting.

The Meeting was concluded with a vote of thanks to the Chair.

This is for your information and records.

For GPT Infraprojects Limited

Mohit Arora
Company Secretary
M. No A51590