



GPT Infraprojects Limited

Regd. Office: GPT Centre, JC-25, Sector III, Salt Lake, Kolkata – 700 106, India CIN: L20103WB1980PLC032872
Phone : +91-33-4050-7000, Email : info@gptgroup.co.in , Visit us: www.gptgroup.co.in

GPTINFRA/CS/SE/2024-25

July 05, 2024

The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

National Stock Exchange of India Ltd.,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir/Madam,

Sub: Notice of the 44th Annual General Meeting and Intimation of Book Closure

Ref.: Scrip Code - 533761, Scrip ID - GPTINFRA

With reference to the captioned subject, please find enclosed herewith the Notice of the 44th Annual General Meeting (“AGM”) of the Company scheduled to be held on Tuesday, July 30, 2024 at 3.00 p.m. IST through Video Conferencing / Other Audio-Visual Means (VC/OAVM).

Pursuant to Regulation 42 and 43 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, July 24, 2024 to Tuesday, July 30, 2024 (both days inclusive) for the purpose of Annual General Meeting.

Kindly take the aforesaid information on record and oblige.

Thanking you,

Yours sincerely,

For GPT Infraprojects Limited,

Mohit Arora
Company Secretary

Encl: A/a

GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700106, West Bengal (India)

Tel: +91-33-4050-7000

E-mail: gil.cosec@gptgroup.co.in, visit us: www.gptinfra.in

NOTICE

OF THE 44TH ANNUAL GENERAL MEETING

Notice is hereby given that the 44th (Forty Fourth) Annual General Meeting ("AGM/Meeting") of **GPT Infraprojects Limited** ("Company") will be held on Tuesday, July 30, 2024 at 3.00 P.M. (IST) through Video Conferencing and Other Audio-Visual Means ("VC/OAVM"), to transact the following businesses:

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 March 31, 2024 together with Reports of Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividends on Equity Shares for the financial year 2023-24.
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.
4. To consider the re-appointment of MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors of the Company and in this connection, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 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 re-appointment of M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors of the Company for a further consecutive term of five years, from the conclusion of this Annual General Meeting till the Conclusion of 49th Annual General Meeting, at an annual remuneration/ fees of ₹ 36,00,000/- (Rupees Thirty-Six Lakhs only) plus of out of pocket expenses and other outlay and taxes of M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) 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 tenure of the auditors, as may be mutually agreed with the Statutory Auditors, M S K A & Associates, Chartered Accountants. M S K A & Associates, Chartered Accountants shall conduct the audit along Agarwal Lodha &

Co, Chartered Accountants (Firm Registration No. 330395E), who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 48th Annual General Meeting of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company secretary of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

AS SPECIAL BUSINESS:

5. To ratify the Remuneration of Cost Auditor and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(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 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 2024-25 be and is hereby ratified."

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals or permissions, as may be necessary and as per the recommendation of Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Shree Gopal Tantia (DIN 00001346), as the Managing Director of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below;

1. **Salary:** ₹ 15,00,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of NRC from time to time, subject however to a ceiling of ₹ 30,00,000/- per month as Basic Salary.
2. **Perquisites:**
 - a. Medclaim Group Insurance: As per the rules of the Company.
 - b. Club Fees payable subject to maximum of two clubs.
 - c. Personal Accident Insurance: As per the rules of the Company.
 - d. Leave: As per the rules of the Company.
 - e. Gratuity: As per the rules of the Company.
 - f. Bonus: As per the rules of the Company.
 - g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
 - h. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.
3. **Other terms & Conditions:**
 - a. Period of appointment: From August 01, 2024 to July 31, 2027
 - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
 - c. Mr. Shree Gopal Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors"

RESOLVED FURTHER THAT pursuant to the provisions of Part II of Schedule V of the Companies Act, 2013, the remuneration as stated above, shall be paid as minimum remuneration to Mr. Shree Gopal Tantia, where in any financial year during the

currency of tenure of Mr. Shree Gopal Tantia, the Company has no profits or its profits are inadequate."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Shree Gopal Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

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

7. Reappointment of Mr. Atul Tantia as Whole-Time Director:
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Atul Tantia (DIN 00001238), as Whole Time Director designated as Executive Director & CFO of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. **Salary:** ₹ 13,50,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹28,00,000/- per month as Basic Salary.

2. Perquisites:

- a. Medclaim Group Insurance: As per the rules of the Company.
- b. Club Fees payable subject to maximum of two clubs.
- c. Personal Accident Insurance: As per the rules of the Company.
- d. Leave: As per the rules of the Company.
- e. Gratuity: As per the rules of the Company.
- f. Bonus: As per the rules of the Company.
- g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
- h. Long Term Employer – Employee Insurance Policy: As per the rules of the Company.
- i. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: From August 01, 2024 to July 31, 2027.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors"

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

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Atul Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

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

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

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

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary and as per the recommendation of Nomination & Remuneration Committee ("NRC") and Board of Directors ("Board") of the Company, the consent of Company be and is hereby accorded to the reappointment of Mr. Vaibhav Tantia (DIN 00001345), as Whole Time Director designated as Director & COO of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: ₹13,50,000/- per month with effect from August 01, 2024 with such increments as the Board may approve on the recommendation of Nomination and Remuneration Committee from time to time, subject however to a ceiling of ₹28,00,000/- per month as Basic Salary.

2. Perquisites:

- a. Medclaim Group Insurance: As per the rules of the Company.
- b. Club Fees payable subject to maximum of two clubs.
- c. Personal Accident Insurance: As per the rules of the Company.
- d. Leave: As per the rules of the Company.
- e. Gratuity: As per the rules of the Company.
- f. Bonus: As per the rules of the Company.

- g. Performance Linked Incentive (PLI): As may be decided by NRC & the Board from time to time, subject to a maximum of 30% of Annual Salary.
- h. Long Term Employer – Employee Insurance Policy : As per the rules of the Company.
- i. Company Car and Telephone: Use of Company's Cars along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: from August 01, 2024 to July 31, 2027
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors"

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Vaibhav Tantia in the light of further progress of the Company including annual increments effective from first day of April in respect of each financial year based on the performance appraisal, within the scale, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto."

Notes:

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other previous Circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), companies are permitted to convene the AGM through VC or OAVM without physical presence of the Members at a common venue till September 30, 2024. Hence, in compliance with the said circulars

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

9. 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 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 2024-25 to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceeds fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2024-25)"

"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

Mohit Arora

Date: May 17, 2024

Company Secretary

Place: Kolkata

ACS 51590

and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the AGM through VC/ OAVM is explained hereunder and is also available on the website of the Company at www.gptinfra.in.

2. The explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Regulations 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM as mentioned in Item No. 3,6,7 and 8 of this AGM Notice is also annexed as **Annexure A** hereto.

3. Generally, a member entitled to attend and vote at meeting is entitled to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. As the AGM is being held pursuant to MCA circulars through VC, physical attendance of the members has been dispensed off. Accordingly, facility for appointment of proxies by the members will not be available for the AGM. Hence, the proxy form, attendance slip and Route map have not been annexed with this notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to daga.ashok@gmail.com with a copy marked to evoting@nsdl.com and gil.cosec@gptgroup.co.in.
5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with Annual Report 2024 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2024 has been uploaded on the website of the Company at www.gptinfra.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. Members can raise questions during the meeting or in advance at gil.cosec@gptgroup.co.in. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

8. Members are requested to support "Green Initiative" by registering / updating their e-mail address (es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with Link Intime India Pvt Ltd. (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA on kolkata@linkintime.co.in or gil.cosec@gptgroup.co.in, to enable the Company to send electronic communications.
9. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited, Unit: GPT Infraprojects Limited, Room Nos.: 502 & 503, 5th Floor, Vaishno Chamber, Kolkata – 700 001 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.
10. SEBI vide its latest Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1 / P/ CIR/ 2023 / 37 dated March 16, 2023 and circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 01, 2024, such Folios shall be frozen by the RTA. Such shareholder will not be eligible to lodge grievance or avail service request from Link Intime India Private Limited with effect from April 01, 2024, in entirety and such shareholders will also not be eligible to receive dividend in physical mode. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement,

- sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on <https://liiplweb.linkintime.co.in/KYC-downloads.html> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.
- ii. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 24, 2024 to Tuesday, July 30, 2024 (both days inclusive) for the purpose of Annual General Meeting.
 12. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority. The Company has accordingly sent reminder letters to those shareholders whose shares/ dividends are liable to be transferred to IEPF and has also through a public notice in the newspaper, has also advised those Members to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority.
 13. Relevant documents referred to in the Notice as well as annual accounts of the subsidiary, associates and joint ventures will be available for inspection by the members in electronic mode up to the date of the Annual General Meeting. The notice of 44th Annual General Meeting and Annual Report of your Company for Financial Year 2023-24 would also be made available on the Company's website: www.gptinfra.in.
 14. Register of Directors and Key Managerial Personnel of the Company and their respective shareholding maintained under Section 170 and register of Contracts and arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members during the AGM in electronic mode. Members can inspect the same by sending an e mail to gil.cosec@gptgroup.co.in.
 15. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 16. Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at gil.cosec@gptgroup.co.in to facilitate clarifications during the AGM.
 17. The venue of the AGM shall be deemed to be the Registered Office of the Company at GPT Centre, JC 25, Sector- III, Salt Lake, Kolkata – 700 106.
 18. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**
VOTING THROUGH ELECTRONIC MEANS
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - b. The Shareholders who wish to cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and if casted again, then the same will not be counted.
 - c. The remote e-voting period commences on Friday, July 26, 2024 (at 9.00 a.m. IST) and ends on Monday, July 29, 2024 (at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Tuesday, July 23, 2024, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
 19. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e., July 23, 2024.
 20. Any person, who acquires Shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may

obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

21. Instructions for shareholders to vote electronically:

Remote e-Voting Instructions for shareholders:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a. For Members who hold shares in demat account with NSDL.</p> <p>b. For Members who hold shares in demat account with CDSL.</p> <p>c. For Members holding shares in Physical Form.</p>	<p>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p> <p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.</p> <p>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to daga.ashok@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gil.cosec@gptgroup.co.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to gil.cosec@gptgroup.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID

and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Facility for joining AGM through VC/OAVM shall be open 30 minutes before the time scheduled for AGM and will be available for Members on first come first serve basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at gil.cosec@gptgroup.co.in. The same will be replied by the company suitably.

Instructions for Shareholders/ Members to Speak (Speaker registration) during the General Meeting :

1. Shareholders who would like to speak during the meeting must register their request by Tuesday, July 23, 2024 with the company on the email id gil.cosec@gptgroup.co.in mentioning their name, demat account number/folio number, e-mail id, mobile number created for the general meeting.

Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above. The same will be replied by the Company suitably.

2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the

next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 44th AGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Other Instructions:

- i. The results of the e-voting will be declared not later 2 working days of conclusion of the AGM.
- 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 July 23, 2024.
- iii. A copy of this notice has been placed on the website of the Company and the website of NSDL.
- 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website.
- vi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, July 30, 2024.

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 K A & Associates, Chartered Accountants (Firm Registration No. 105047W), the Joint Statutory Auditors of the Company were appointed for a period of five years at the 39th Annual General Meeting (AGM) held on July 30, 2019. In terms of their appointment made at the 39th AGM, they are holding office of the Statutory Auditors up to the conclusion of 44th AGM of the Company. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M S K A & Associates are eligible for reappointment for a further period of five years.

Based on the recommendation of Audit Committee, the Board at their meeting held on May 17, 2024, further recommended the reappointment M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as Joint Statutory Auditors from the conclusion of this Annual General Meeting till the Conclusion of 49th Annual General Meeting at a remuneration of ₹ 36,00,000 plus out of pocket expenses, 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. MSKA & Associates, Chartered Accountants will conduct audit along with Agarwal Lodha & Co, Chartered Accountants (Firm Registration No. 330395E) who were appointed as the Joint Statutory Auditors of the Company to hold office till the Conclusion of 48th Annual General Meeting of the Company.

Your Company has received written consent(s) and certificate(s) of eligibility in accordance with Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) for the time being in force), from M S K A & Associates, Chartered Accountants pertaining to their second term of 5 consecutive years. Further, they have confirmed that they continue to hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

A. Proposed fees payable to the statutory auditor(s):
₹ 36,00,000 plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company.

B. Terms of appointment: Reappointment as Joint Statutory Auditors of the Company from conclusion of 44th AGM up to conclusion of 49th AGM to carry out Audit of the Annual Financial Statements and Annual Financial Results (Standalone & Consolidated) of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company (Standalone & Consolidated). All other terms of appointment shall be as per Letter of Engagement.

C. In case of a new auditor, any material changes in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not applicable as the existing Auditors are being reappointed for a second term of five years.

D. Basis of recommendation for appointment: Considering the evaluation of the past performance, experience and expertise of MSKA & Associates, Chartered Accountants and based on the recommendation of the Audit Committee, it is proposed to appoint MSKA & Associates as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 49th Annual General Meeting of the Company in terms of the aforesaid provisions.

E. Credentials of the Statutory Auditors proposed to be appointed: MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) established in 1978, MSKA & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The audit firm has a valid peer review certificate.

The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

MSKA & Associates have provided confirmation that they continue to hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received their eligibility and willingness for their proposed reappointment for the period from conclusion of the 44th Annual General Meeting upto the conclusion of 49th Annual General Meeting of the Company.

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 at **Item No. 4** of the Notice for approval of the members.

Item no. 5:

The Board, on the recommendation of Audit Committee, the Board has approved the reappointment and remuneration of S.K. Sahu & Associates, Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2024-25.

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 2024-25.

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** as set out at **Item No. 5** of the Notice for approval of the members

Item No. 6:

The Shareholders of the Company at the 41st AGM of the Company held on August 19, 2021, had approved the reappointment of Mr. Shree Gopal Tantia, as the Managing Director of the Company for a period of three (3) years commencing from August 01, 2021 to July 31, 2024.

Further, the Board of Directors at their meeting held on May 17, 2024 based on the recommendations of the Nomination and Remuneration Committee, approved the reappointment of Mr. Shree Gopal Tantia as the Managing Director of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027, not liable to retire by rotation. The Board also approved the terms and conditions of his appointment

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

The Board of Directors are of the opinion that the reappointment of Mr. Shree Gopal Tantia as the Managing Director is in the best interest of the Company and accordingly, recommend the **special resolution** as set out at **Item No. 6** of the Notice for approval of the members.

Save and except Mr. Shree Gopal Tantia himself and Mr. Amrit Jyoti 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.6 of the Notice.

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

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- ii. the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;

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

I. GENERAL INFORMATION	
Name	Mr. Shree Gopal Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ul style="list-style-type: none"> 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

I. GENERAL INFORMATION

Financial performance based on given indicators Foreign investments or collaborators, if any

(₹ In Lakhs, except per share data)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Earnings before Tax, Dep. (EBITA)	12792.00	9637.93	12764.49	9206.92
Profit/(loss) before Tax (PBT)	8191.90	4,651.41	7911.57	3720.16
Profit after Tax (PAT)	6074.27	3,456.77	5563.64	2,976.66
Add: Other Comprehensive Income	[20.23]	1.84	[1188.44]	[14.34]
Net profit attributable to the owners of the Company.	6054.04	3,458.63	5784.39	3,139.69
Profit and loss brought forward	16225.06	13784.44	18799.23	16677.55
Amount available for appropriation	22279.10	17243.07	24583.62	19817.24
Earnings per Share:				
Basic	10.44	5.94	9.94	5.40
Diluted	10.44	5.94	9.94	5.40

Foreign investments or collaborators, if any

The Company has 3 foreign Subsidiaries and 1 Associate. They are as follows:

1. GPT Concrete Products 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. RMS GPT Ghana Limited (Subsidiary)- GPT Infraprojects Limited had invested in 43,70,952 Equity shares of GHS 1 each of the Company i.e. 60% of the shares are held by the Company.

The Company has also invested in 3,28,50,000 25% Cumulative Redeemable Preference Shares of GHS 1 each of the Company.

4. 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. Shree Gopal Tantia aged 59 years, a commerce graduate and is having vast experience of more than 35 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/implementation of number of projects with logistical and technical complexity and is adequately conversant with modern management techniques, construction planning and execution, inventory management, progress monitoring, and quality assurance of works. He has contributed immensely in guiding the Company towards the path of success, growth as well as achievements.

Past remuneration

The past remuneration of Mr. Shree Gopal Tantia is Salary ₹ 12,00,000/- per month. Perquisites were same as now proposed.

Recognition or awards

None

Job profile and his suitability

Mr. Shree Gopal Tantia had been the Managing Director of the Company for the period from 1987 to 2004, and thereafter again from 2007 till date. He had functioned as the Managing Director of the Company and led the Company towards phenomenal growth for the last 35 years. His suitability to the job is beyond comparison and accordingly, Mr. Shree Gopal Tantia, with his Knowledge & experience is best suited for the said position.

II. INFORMATION ABOUT THE APPOINTEE

Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Shree Gopal Tania is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Shree Gopal Tania makes it all the more reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Shree Gopal Tania himself and Mr. Amrit Jyoti Tania being his immediate relative, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Shree Gopal Tania and Mr. Amrit Jyoti Tania holds 26,04,664 and 14,95,360 equity shares respectively as on date. However, being interested, they shall abstain from voting on the resolution.

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 2023-24 :

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

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

Item No.7:

The Shareholders of the Company at the 41st AGM of the Company held on August 19, 2021, had approved the reappointment of Mr. Atul Tania, as the Whole Time Director of the Company designated as Executive Director & CFO for a period of three (3) years commencing from August 01, 2021 to July 31, 2024.

Further, the Board of Directors at their meeting held on May 17, 2024 based on the recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Atul Tania as Whole Time Director designated as the Executive Director & CFO of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027, not liable to retire by rotation.

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

The Board of Directors are of the opinion that the re-appointment of Mr. Atul Tania as Whole Time Director is in the best interest of the Company and accordingly, recommend the **special resolution** as set out at **Item No.7** of the Notice for approval of the members.

Save and except Mr. Atul Tania, Mr. Dwarika Prasad Tania and Mr. Vaibhav Tania, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 7 of the Notice.

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

- i. the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board
- ii. the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- iii. a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;

iv. a statement containing specified information is set out hereunder

I. GENERAL INFORMATION

Name	Mr. Atul Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ul style="list-style-type: none"> 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 Foreign investments or collaborators, if any

Particulars	₹ In Lakhs, except per share data			
	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Earnings before Tax, Dep.(EBITA)	12792.00	9637.93	12764.49	9206.92
Profit/(loss) before Tax(PBT)	8191.90	4,651.41	7911.57	3720.16
Profit after Tax (PAT)	6074.27	3,456.77	5563.64	2,976.66
Add: Other Comprehensive Income	(20.23)	1.84	(1188.44)	(14.34)
Net profit attributable to the owners of the Company.	6054.04	3,458.63	5784.39	3,139.69
Profit and loss brought forward	16225.06	13784.44	18799.23	16677.55
Amount available for appropriation	22279.10	17243.07	24583.62	19817.24
Earnings per Share:				
Basic	10.44	5.94	9.94	5.40
Diluted	10.44	5.94	9.94	5.40

Foreign investments or collaborators, if any

The Company has 3 foreign Subsidiaries and 1 Associate. They are as follows:

1. GPT Concrete Products 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. RMS GPT Ghana Limited (Subsidiary)- GPT Infraprojects Limited had invested in 43,70,952 Equity shares of GHS 1 each of the Company i.e. 60% of the shares are held by the Company.
The Company has also invested in 3,28,50,000 25% Cumulative Redeemable Preference Shares of GHS 1 each of the Company.
4. 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. Atul Tantia aged about 44 years, obtained his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA in addition to B.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA in May 2002. He is having over 20 years of experience in manufacturing operations including overseas projects, Finance, Banking and Investors Relation of the company. As the Executive Director & CFO of the Company, Mr. Atul Tantia is responsible for the overall working/operations of the Company and is instrumental in making strategic decisions for the Company.
Past remuneration	His past remuneration was Salary of ₹ 9,35,000/- plus HRA ₹ 1,50,000/- per month. Perquisites were same as now proposed.
Recognition or awards	None
Job profile and his suitability	As the Executive Director & CFO of the Company, Mr. Atul Tantia was already responsible for the overall working/operations of the Company and he was instrumental in making strategic decisions for the Company. Accordingly, Mr. Atul Tantia, with his knowledge, qualification, expertise and experiences is best suited for the said position.
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Atul Tantia is commensurate with the remuneration paid to a Whole-time Director of the said profile in the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Atul Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Atul Tantia, Mr. Dwarika Prasad Tantia and Mr. Vaibhav Tantia holds 12,69,824, 13,30,200 and 11,00,000 equity shares respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution.

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 2023-24 :

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

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

Item No. 8:

The Shareholders of the Company at the 41st AGM of the Company held on August 19, 2021, had approved the re- appointment of Mr. Vaibhav Tantia, as Whole Time Director designated as Director & COO of the Company for a period of three (3) years commencing from August 01, 2021 to July 31, 2024.

Further, the Board of Directors at their meeting held on May 17, 2024 based on the recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Vaibhav Tantia as Whole Time Director designated as the Director & COO of the Company for a further period of three (3) years commencing from August 01, 2024 to July 31, 2027, not liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Board of Directors are of the opinion that the re-appointment of Mr. Vaibhav Tantia as Whole Time Director is in the best

interest of the Company and accordingly, recommend the **special resolution** as set out at **Item No. 8** of the Notice for approval of the members

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

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

- the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee as well as the Board;
- the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;

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

I. GENERAL INFORMATION

Name	Mr. Vaibhav Tantia
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: <ol style="list-style-type: none"> 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. 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	
Foreign investments or collaborators, if any	

(₹ In Lakhs, except per share data)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Earnings before Tax, Dep.(EBITA)	12792.00	9637.93	12764.49	9206.92
Profit/(loss) before Tax(PBT)	8191.90	4,651.41	7911.57	3720.16
Profit after Tax (PAT)	6074.27	3,456.77	5563.64	2,976.66
Add: Other Comprehensive Income	(20.23)	1.84	(1188.44)	(14.34)
Net profit attributable to the owners of the Company.	6054.04	3,458.63	5784.39	3,139.69
Profit and loss brought forward	16225.06	13784.44	18799.23	16677.55
Amount available for appropriation	22279.10	17243.07	24583.62	19817.24
Earnings per Share:				
Basic	10.44	5.94	9.94	5.40
Diluted	10.44	5.94	9.94	5.40

I. GENERAL INFORMATION

foreign investments or collaborators, if any	<p>The Company has 3 foreign Subsidiaries and 1 Associate. They are as follows:</p> <ol style="list-style-type: none"> 1. GPT Concrete Products 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. RMS GPT Ghana Limited (Subsidiary)- GPT Infraprojects Limited had invested in 43,70,952 Equity shares of GHS 1 each of the Company i.e. 60% of the shares are held by the Company. The Company has also invested in 3,28,50,000 25% Cumulative Redeemable Preference Shares of GHS 1 each of the Company. 4. 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.
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II. INFORMATION ABOUT THE APPOINTEE

Background details	Mr. Vaibhav Tantia aged 43 years, graduated from the University of Pennsylvania, USA, in March 2003, with his Bachelor of Science in Economics with concentration in Finance from the Wharton School, and B.S. in Civil Engineering from the School of Engineering. After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructurings. He has the work experience of more than 20 years in the infrastructure and civil engineering division of the Company.
Past remuneration	His past remuneration was a Salary of ₹ 9,35,000/- plus HRA ₹ 1,50,000/- per month. Perquisites were same as now proposed.
Recognition or awards	None
Job profile and his suitability	Mr. Vaibhav Tantia has the work experience of about two decades in the infrastructure and civil engineering division of the Company. Accordingly, Mr. Vaibhav Tantia, with his knowledge, qualification, expertise & experience is best suited to the said position of Executive Director & COO of the Company.
Remuneration proposed	It is as appearing in the proposed resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. Vaibhav Tantia is commensurate with the remuneration paid to a Whole-time Director of the said profile in respect to the same industry and size of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Vaibhav Tantia himself, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Vaibhav Tantia, Mr. Dwarika Prasad Tantia and Mr. Atul Tantia holds, 11,00,000, 13,30,200 and 12,69,824 equity share respectively as on date. However, being interested, they shall abstain themselves from voting on the resolution.

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 2023-24 :

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

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

Item No.9:

The Board of Directors at their meeting held on May 17, 2024 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 2024-25 to Mr. Dwarika Prasad Tantia, Chairman of the Company, 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. However, as per SEBI Notification dated May 9, 2018, effective from April 1, 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 2024-25.

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.9** 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.9 of the Notice.

Mr. Dwarika Prasad Tantia, Mr. Atul Tantia and Mr. Vaibhav Tantia holds 13,30,200, 12,69,824 and 11,00,000 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 committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor;
- 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: -

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: <ol style="list-style-type: none"> 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

I. GENERAL INFORMATION		(₹ In Lakhs, except per share data)			
Particulars	Standalone		Consolidated		
	2023-24	2022-23	2023-24	2022-23	
Earnings before Tax, Dep.(EBITA)	12792.00	9637.93	12764.49	9206.92	
Profit/(loss) before Tax(PBT)	8191.90	4,651.41	7911.57	3720.16	
Profit after Tax (PAT)	6074.27	3,456.77	5563.64	2,976.66	
Add: Other Comprehensive Income	(20.23)	1.84	(1188.44)	(14.34)	
Net profit attributable to the owners of the Company.	6054.04	3,458.63	5784.39	3,139.69	
Profit and loss brought forward	16225.06	13784.44	18799.23	16677.55	
Amount available for appropriation	22279.10	17243.07	24583.62	19817.24	
Earnings per Share:					
Basic	10.44	5.94	9.94	5.40	
Diluted	10.44	5.94	9.94	5.40	

Foreign investments or collaborators, if any	<p>The Company has 3 foreign Subsidiaries and 1 Associate. They are as follows:</p> <ol style="list-style-type: none"> 1. GPT Concrete Products 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 USD 1 each of the company i.e., 100% of the shares are held by the Company. 3. RMS GPT Ghana Limited (Subsidiary)- GPT Infraprojects Limited had invested in 43,70,952 Equity shares of GHS 1 each of the Company i.e. 60% of the shares are held by the Company. The Company has also invested in 3,28,50,000 25% Cumulative Redeemable Preference Shares of GHS 1 each of the Company. 4. 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.
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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 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, new business ventures and also CSR initiatives. He is the Honorary Consul of Republic of Ghana in Kolkata.
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 for the Financial year 2023-24, as approved by the shareholders of the Company at their meeting held on July 27, 2023.
Recognition or awards	Honorary Consul of Republic of Ghana in Kolkata
Job profile and his suitability	To supervise the business of the Company and chair the Board meetings of the Company. 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.9
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration payable to Mr. 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.

II. INFORMATION ABOUT THE APPOINTEE

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 13,30,200, 12,69,824 and 11,00,000 equity shares respectively as on date. He is also director of the following Companies: - 1. GPT Healthcare Limited 2. GPT Sons Pvt. Limited 3. GPT Concrete Products South Africa (Pty.) Ltd., South Africa
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III. OTHER INFORMATION

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

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company forming part of the Annual Report 2023-24:

- 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 7 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

Date: May 17, 2024
Place: Kolkata

Mohit Arora
Company Secretary
ACS 51590

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT VIDE ITEM NO. 3, 6, 7 AND 8 IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS)

Name of the Director	Shree Gopal Tantia	Atul Tantia	Vaibhav Tantia
DIIN	00001346	00001238	00001345
Date of Birth and Age	October 14, 1964/59 Years	March 16, 1980/44 Years	May 18, 1981/43 years
Date of Appointment on the Board	January 01, 1987	February 27, 2004	August 13, 2012
Qualifications	Commerce Graduate	B.S. Finance, Wharton School B.S. Systems Engineering University of Pennsylvania, USA	B.S. Finance, Wharton School B.S. Civil Engineering University of Pennsylvania, USA
Experience and Expertise	Mr. Shree Gopal Tantia aged 59 years, is commerce Graduate and is having vast experience of over 40 years in Infrastructure and Civil construction sector. He has an excellent track record in execution/implementation of number of projects with logistical and technical complexity and is adequately conversant with modern management techniques, construction planning and execution, inventory management, progress monitoring, and quality assurance of works. He has contributed immensely in guiding the Company towards the path of success, growth as well as its achievements.	Mr. Atul Tantia aged 44 years, obtained his Bachelor of Science degree in Economics with concentration in Finance and Management from the Wharton School, University of Pennsylvania, USA in addition to B.S. in Systems Engineering with concentration in Logistics and Project Management from SEAS, University of Pennsylvania, USA. He is having over 20 years of experience in project operations including overseas projects, Finance and Banking and Investors Relation. As the Executive Director of the Company, Mr. Atul Tantia is responsible for the overall working/operations of the Company and is instrumental in making strategic decisions for the Company.	Mr. Vaibhav Tantia aged 43 years, graduated from the University of Pennsylvania, USA, in March 2003, with his Bachelor of Science in Economics with concentration in Finance from the Wharton School, and B.S. in Civil Engineering from the School of Engineering. After graduation, Mr. Vaibhav Tantia worked with a boutique investment banking firm in New York, advising corporate clients on mergers, acquisitions, and financial restructurings. He worked as an Analyst in Evercore Partners, New York from June 2003 – September 2004, before joining the group in its infrastructure foray. He has the work experience of about 20 years in infrastructure and civil engineering division of the Company.
Terms and conditions of reappointment	As per the resolution at Item no. 3 and 6 of this Notice.	As per the resolution at Item no. 7 of this Notice.	As per the resolution at Item no. 8 of this Notice.
Remuneration last drawn	Salary of ₹ 12,00,000 per month	Salary of ₹ 9,35,000 per month plus HRA ₹ 1,50,000 per month	Salary of ₹ 9,35,000 per month plus HRA ₹ 1,50,000 per month
Details of remuneration sought to be paid	As appearing in the proposed resolution	As appearing in the proposed resolution	As appearing in the proposed resolution
Shareholding in GPT Infraprojects Limited	26,04,664 Equity shares	12,69,824 Equity shares	11,00,000 Equity shares
Disclosure of relationship between directors inter-se	Mr. Shree Gopal Tantia is the father of Mr. Amrit Jyoti Tantia, who is the Director (Projects) of the Company.	Mr. Atul Tantia is the son of Mr. Dwanika Prasad Tantia, Chairman of the Company and the brother of Mr. Vaibhav Tantia, Director & COO of the Company.	Mr. Vaibhav Tantia is the son of Mr. Dwanika Prasad Tantia, Chairman of the Company and brother of Mr. Atul Tantia, Executive Director & CFO of the Company.
Names of Listed entities in which the person also hold the directorship and membership of committees of the Board along with listed entities from which the person has resigned in the past three years	Directorship: None Membership: None Resignation: None	Directorship: None Membership: None Resignation: None	Directorship: None Membership: None Resignation: None

- Note: 1. Excludes Directorships in Private Limited Companies and Foreign Companies and only Audit and Stakeholders Relationship has been considered for membership of the committee.
2. None of the Directors, being reappointed above, is not debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.
3. For other details such as number of meetings of the Board attended during the FY 2023-24 by the above Directors, please refer to the Corporate Governance Report which is a part of the Annual Report.