



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

May 21, 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: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to our intimation vide letter No. GPTINFRA/CS/SE/2024-25 dated May 17, 2024, please find enclosed herewith the copy of the Postal Ballot Notice together with the Explanatory Statement.

The aforesaid notice is being sent to all the eligible Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, May 17, 2024 (the “Cut-off date”).

The e-voting period commences on Wednesday, May 22, 2024 (9:00 AM IST) and ends on Thursday, June 20, 2024 (5:00 PM IST). The Results of the Postal Ballot/E-Voting will be declared within two days from the conclusion of remote e-voting (i.e on or before Saturday, June 22, 2024)

The said Postal Ballot Notice will also be made available on the website of the Company at www.gptinfra.in

Kindly take the aforesaid information on record and oblige.

Thanking You,

Yours sincerely,

For **GPT Infraprojects Limited**

Mohit Arora
Company Secretary



GPT INFRAPROJECTS LIMITED

CIN: L20103WB1980PLC032872
Regd. Office: GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700 106; West Bengal (India)
Tel: +91-33-4050-7000; Fax: +91-33-4050-7999
Email: gil.cosec@gptgroup.co.in
Visit us: www.gptinfra.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("**the Act**"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("**the Management Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**the MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below is proposed to be considered and passed by the Members of **GPT Infraprojects Limited** (hereinafter referred to as "**the Company**") by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, May 17, 2024** (the "Cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged Services of Link Intime India Private Limited (LINK INTIME) to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on **June 20, 2024** (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.gptinfra.in The Postal Ballot Notice will also be available on website of LINK INTIME (<https://instavote.linkintime.co.in>) and on the website of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com

The Board of Directors has appointed Mr. Ashok Kumar Daga, Practicing Company Secretary, (Membership No. F2699, CP No.2948) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be

announced on or before June 22, 2024 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.gptinfra.in and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME i.e., <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS:

ITEM NO. 1.

Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 equity shares of ₹ 10 each to ₹ 1,30,00,00,000 (Rupees One Hundred Thirty Crore only) divided into 13,00,00,000 equity shares of ₹ 10 each, by creation of further 7,00,00,000 Equity Shares of ₹ 10 each, ranking pari passu with the existing equity shares of the Company and that Clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorized Share Capital of the Company is ₹ 1,30,00,00,000 (Rupees One Hundred Thirty Crore only) divided into 13,00,00,000 (Thirteen Crore) equity shares of ₹ 10 (Rupees Ten only) each with the power to increase, reduce and re-classify the Capital for the time being into several classes and to attach thereto such preferential special rights, privileges or conditions as may be thought fit and according to the provisions of the Companies Act, 2013 for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. Mohit Arora, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

ITEM NO. 2:

Issue of Bonus Shares:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the, Securities Premium Account, General Reserves and retained earnings as on March 31, 2024, for the purpose of the issue of bonus equity shares of ₹ 10 each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in the proportion of 1 (One) equity share of ₹ 10 each for every 1 (One) equity shares of ₹ 10 each held by the Members, whose names appear in the Register of Members on a 'Record Date' to be determined by the Board (including any committee thereof) for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form and in the case of Members who hold equity shares in physical form, the new share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. Mohit Arora, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

ITEM NO. 3:

Appointment of Mr. Amrit Jyoti Tantia as Whole-Time Director designated as Director (Projects) of the Company and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

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 appointment of Mr. Amrit Jyoti Tantia (DIN:05336986), as Whole Time Director designated as Director (Projects) of the Company, not liable to retire by rotation for a period of three (3) years commencing from May 17, 2024 to May 16, 2027 upon such terms and conditions including remuneration, perquisites, allowances, benefits and amenities as set out herein below:

1. Salary: ₹ 10,00,000 per month with effect from June 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 ₹ 20,00,000 per month as Basic Salary.
2. Perquisites:
 - a. Mediciam 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.
 - h. Long Term Employer-Employee Insurance Policy: As per the rules of the Company.
 - i. Company Car and Telephone: Use of Company’s Car along with driver and telephone at the residence and Mobile phone for official use purposes.

3. Other terms & Conditions:

- a. Period of appointment: From May 17, 2024 to May 16, 2027.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Amrit Jyoti 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 applicable 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. Amrit Jyoti Tantia, where in any financial year during the currency of tenure of Mr. Amrit Jyoti 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 appointment and/ or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances, benefits and amenities payable to Mr. Amrit Jyoti 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."

ITEM NO. 4:

Appointment of Mrs. Rashmi Bihani as Non -Executive Woman Independent Director and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT Mrs. Rashmi Bihani (DIN:07062288) who was appointed as an Additional Non-Executive Woman Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for appointment as a Non-Executive Woman Independent Director, be and is hereby appointed as a Non-Executive Woman Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.

RESOLVED FURTHER THAT any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

ITEM NO. 5:

Appointment of Mr. Aditya Kumar Mittal as Non -Executive Independent Director and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Aditya Kumar Mittal (DIN:08426154) who was appointed as an Additional Non-Executive Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment thereof for the time being in force and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.

RESOLVED FURTHER THAT any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution."

ITEM NO. 6:

Appointment of Mr. Arun Kumar Dokania as Non -Executive Independent Director and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Arun Kumar Dokania (DIN: 00029002) who was appointed as an Additional Non -Executive Independent Director on the Board of Directors of the Company w.e.f. May 17, 2024 in terms of Section 161(1) of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force and who meets the criteria of Independence as provided under Section 149(6) of the Act, Regulation 16(1)(b), 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation in accordance with section 149, 150 and 152 of the Act and all other applicable provisions thereof and rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Act to hold office for a term of 5 (five) consecutive years i.e. from May 17, 2024 till May 16, 2029.

RESOLVED FURTHER THAT any Director or Mr. Mohit Arora, Company Secretary, be and are hereby severally authorized to file the necessary returns/forms with the Registrar of Companies, Kolkata, West Bengal and to do all such acts, deeds and things as may be necessary to give effect to the resolution.”

By Order of the Board of Directors

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake
Kolkata -700106, West Bengal, India
Date: March 17, 2024
Place: Kolkata

Sd/-
Mohit Arora
Company Secretary
ACS: 51590

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and with the MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek the approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.
3. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, May 17, 2024 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at kolkata@linkintime.co.in along with the copy of the share certificate (front and back), self- attested copy of the PAN card and such other documents as prescribed in the Form. It shall be mandatory for all holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. As per the 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 case of non-updation of PAN or Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, 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. The Company has accordingly intimated the same to the shareholders pertaining to the updation.

5. Shareholders should communicate with Link Intime India Private Limited, the Company's Registrars & Share Transfer Agent quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.

Members may note that the aforesaid Postal Ballot Notice 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. The Postal Ballot Notice is also disseminated on the website of LINK INTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>.

6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited (LINK INTIME), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
7. The vote in this Postal Ballot cannot be exercised through proxy.
8. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., Friday, May 17, 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
9. The e-voting period commences on Wednesday, May 22, 2024 (9:00 AM IST) and ends on Thursday, June 20, 2024 (5:00 PM IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, May 17, 2024 may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting after June 20, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
10. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at gil.cosec@gptgroup.co.in, Tel: 033 4050 7000
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., June 20, 2024.
12. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before June 22, 2024 and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.gptinfra.in and will be communicated to the Stock Exchanges where the Company's shares are listed i.e., NSE and BSE. The voting results along with the Scrutinizer's report will also be posted on the Website of LINK INTIME, <https://instavote.linkintime.co.in>.

In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants and Members who hold shares in physical form are requested to provide their email addresses to Link Intime by sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at gil.cosec@gptgroup.co.in.

Any queries/grievances pertaining to the E-voting process you may refer to the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the Downloads sections of InstaVote E-voting manual available at <https://instavote.linkintime.co.in> or contact LIPL at the following toll free no.: Tel: 022 - 4918 6000.

Procedure for Remote e-voting

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The period of remote e-voting are set out below:

Commencement of e-voting	End of remote e-voting
Wednesday, May 22, 2024 (9:00 AM IST)	Thursday, June 20, 2024 (5:00 PM IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LINKINTIME upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

The login method for shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your 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 name i.e., LINKINTIME, and you will be re-directed to 'InstaVote' website for casting your vote during the remote e-voting period. • If the user is 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on My Easi New (Token). • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration • Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., LINKINTIME, click on LINKINTIME and you will be redirected to InstaVote website for casting the vote during remote e-voting period.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you 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 name i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in Physical mode/Non Individual Shareholders holding shares in Demat mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Enter your User ID details as given below</p> <table border="1" data-bbox="453 412 1489 663"> <thead> <tr> <th>Manner of User ID holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16 Digit Beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For Members who holds shares in physical form</td> <td>Event No. + Folio Number registered with the Company</td> </tr> </tbody> </table> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’, above. Shareholders holding shares in NSDL form, shall provide ‘D’ above Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>	Manner of User ID holding shares	User ID	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For Members who holds shares in physical form	Event No. + Folio Number registered with the Company
Manner of User ID holding shares	User ID								
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID								
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For Members who holds shares in physical form	Event No. + Folio Number registered with the Company								
<p>Cast your vote electronically</p>	<p>i. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>ii. E-voting page will appear.</p> <p>iii. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>iv. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>								

Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LINKINTIME at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel. 022 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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.

Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under ‘SHAREHOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide folio no., name of Member, 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 e-mail to gil.cosec@gptgroup.co.in or rnt.helpdesk@linkintime.co.in.
- In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID 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 member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

- d) In terms of SEBI circular dated December 9, 2020 and amendments thereof on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 AND 2

The equity shares of your Company are presently listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. Over the years, the Company has performed satisfactorily well both in terms of profit and business. As on March 31, 2024 total free reserves and surplus of the Company is ₹ 231.67 Crore including Security Premium Account of ₹ 22.55 Crore. With a view to capitalize the Reserves and surplus (Security Premium Account, General Reserve and balance if any from the Retained Earnings) and to rationalize the capital structure, and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on May 17, 2024, subject to the consent of the Members of the Company, approved and recommended for consideration of members, the issue of bonus equity shares of ₹ 10 (Rupees Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of ₹ 10 (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of ₹ 10 (Rupees Ten) each held by them as on the record date to be fixed by the Board (including any committee thereof), by capitalizing such sum standing credit to Reserves and surplus (Security Premium Account, General Reserve and balance if any from the Retained Earnings) of the Company as on March 31, 2024.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in the Postal Ballot Notice.

At present, the Authorised Share Capital of your Company is of ₹ 60,00,00,000 (Rupees Sixty Crore only) divided into 6,00,00,000 equity shares of ₹ 10 each and issued and subscribed capital is of ₹ 58,17,20,000 (Rupees Fifty-Eight Crore Seventeen Lakhs Twenty Thousand only) divided into 5,81,72,000 Equity Shares of ₹ 10 each.

The Revised Authorised Share Capital consequent to the increase in authorized share capital will be ₹ 130,00,00,000 (Rupees One Hundred and Thirty Crore only) divided into 13,00,00,000 equity shares of ₹ 10 each.

The total paid up share capital post bonus issue shall be ₹ 1,16,34,40,000 which shall exceed the present Authorised Share Capital of the Company.

To accommodate the further issue of shares on account of Bonus, as mentioned in item No.2 of the Notice it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in item No.1 of the Notice.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, the proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of the Postal Ballot Notice.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2009, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before July 16, 2024.

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in these resolutions, except to the extent of their respective shareholding, if any, in the Company. Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 3:

The Board of Directors at their meeting held on May 17, 2024, based on the recommendations of the Nomination and Remuneration Committee, approved the appointment of Mr. Amrit Jyoti Tantia (DIN: 05336986), as an Additional Whole

Time Director, designated as Director (Projects) of the Company for a period of three (3) years commencing from May 17, 2024 to May 16, 2027, who shall not be 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 and under Regulation 17 (1C) of SEBI Listing Regulations subject to the approval of the shareholders at the ensuing Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

The Board of Directors are of the opinion that the appointment of Mr. Amrit Jyoti Tantia as the Whole time Director is in the best interest of the Company and accordingly, recommend the special resolution as set out in Item No. 3 of the Notice for approval of the members.

Save and except Mr. Amrit Jyoti Tantia himself and Mr. Shree Gopal Tantia being the relative of 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.3 of the Notice.

Information required to be disclosed under the provisions of 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 by the members of the Company by Postal Ballot at the forthcoming 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. Amrit Jyoti Tantia						
Nature of industry	GPT Infraprojects Limited's business is divided primarily into two divisions: (i) The Infrastructure Division is involved in a variety of civil construction projects for infrastructure works such as railways, roads, bridges, airports, irrigation, power and urban infrastructure. (ii) The Concrete Sleeper Division is involved in the manufacture of concrete sleepers and transfer of concrete sleeper technology for railway systems in India and abroad.						
Date or expected date of commencement of commercial production	Existing Company, already commenced from 1982						
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable						
Financial performance based on given indicators Foreign investments or collaborators, if any		Particulars		Standalone		Consolidated	
			2023-24	2022-23	2023-24	2023-24	
	Earnings before Tax, Dep. (EBITA)		12,792	9,637.93	12,764.49	9,206.92	
	Profit/(loss) before Tax (PBT)		8,191.90	4,651.41	7,911.57	3,720.16	
	Profit after Tax (PAT)		6,074.27	3,456.77	5,563.64	2,976.66	
	Add: Other Comprehensive Income		(20.23)	1.84	(1188.44)	(14.34)	
	Net profit attributable to the owners of the Company		6,054.04	3,458.63	5,784.39	3,139.69	
	Profit and loss brought forward		16,225.06	13,784.44	18,799.23	16,677.55	
	Amount available for appropriation		2,2279.10	17,243.07	24,583.62	19,817.24	
	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.
II. INFORMATION ABOUT THE APPOINTEE	
Background details	<p>Mr. Amrit Jyoti Tantia, aged 33 years, is a Whole-Time Director designated as Director (Projects) of the Company. Earlier he was the Vice President (Projects) of the Company. He is a Bachelor of Commerce (Hons) from St. Xavier's College and also holds Master's Degree in Management, Organizations and Governance from London School of Economics and Political Science, London. He joined the Company in the year 2013 as Management Trainee.</p> <p>Mr. Amrit Jyoti Tantia has over a decade of experience in the infrastructure industry. As the Director (Projects) of the Company, he is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution.</p>
Past remuneration	Mr. Amrit Jyoti Tantia was drawing a remuneration of ₹ 7,48,000 Per month as Vice President (Operations) of the Company
Recognition or awards	None
Job profile and his suitability	Mr. Amrit Jyoti Tantia has over a decade of experience in the infrastructure industry. He is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution. His suitability to the job is apt considering his knowledge, qualification and expertise in infrastructure industry.
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. Amrit Jyoti Tantia is commensurate with that prevalent in the industry of companies having same size. The vast knowledge and experience of Mr. Amrit Jyoti Tantia makes it all the more reasonable.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except Mr. Amrit Jyoti Tantia himself and Mr. Shree Gopal Tantia being the immediate relative of Mr. Amrit Jyoti Tantia, none of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise. Mr. Amrit Jyoti Tantia holds 14,95,360 shares and Mr. Shree Gopal Tantia holds 26,04,664 equity shares as on date. However, being interested, Mr. Amrit Jyoti Tantia and Mr. Shree Gopal Tantia shall abstain themselves from voting on the resolution. Except for Mr. Shree Gopal Tantia, Mr. Amrit Jyoti Tantia is also not related to any other director or key managerial personnel of the Company.
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.
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IV. DISCLOSURES

The requisite disclosures of the remuneration packages etc. have been mentioned in the respective resolutions read with their relevant explanatory statement. At present there is no stock option scheme in the Company.

The respective explanatory statements together with other allied documents, as referred in the resolution shall be constructed to be the memorandum setting out the terms of the appointment as specified under Section 190 of the Companies Act, 2013.

ITEM NO. 4:

Mrs. Rashmi Bihani (DIN:07062288) was appointed as an Additional Non-Executive Woman Independent Director of the Company by the Board of Directors in their meeting held on May 17, 2024 on recommendation of Nomination and Remuneration Committee of the company. She is not liable to retire by rotation. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013, she is eligible for appointment for a term of Five (5) consecutive years i.e., from May 17, 2024 till May 16, 2029 subject to the approval of the Members at the ensuing General Meeting of the Company or for a period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Mrs. Rashmi Bihani, as a candidate for the office of Director.

The Brief Profile of Mrs. Rashmi Bihani is given below:

Mrs. Bihani is a Fellow member of the Institute of Chartered Accountants of India and certified IFRS (West Bengal University of Technology). She is a Practicing Chartered Accountant with over two decades of practice. She was associated with Lodha & Co. for more than 10 years and has rich experience in statutory audits, internal audit including Transfer Pricing, SOX assignments and in providing financial advisory services to a diverse client base across a wide range of industries and sectors like Engineering & Projects Companies Media & Broadcasting, Metals, Power, Real Estate, FMCG and Banking companies and Hospitality companies.

Mrs. Bihani has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs. She has also given her consent to act as a Director in Form DIR-2.

In the opinion of the Board, Mrs. Bihani is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure to this Notice. Given her versatile experience and expertise, Board considers it desirable and in the interest of the Company to have Mrs. Bihani on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Bihani as an Independent Director as set out at Item No. 4 of this Notice for approval by the Members.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. Mrs. Rashmi Bihani is interested and concerned in the resolution mentioned in Item no.4 of the notice. Other than Mrs. Bihani herself, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. Mrs. Bihani does not hold any Equity Shares in the Company as on date of this Notice.

ITEM NO. 05:

Mr. Aditya Kumar Mittal (DIN:08426154) was appointed as an Additional Independent Director of the Company by the Board of Directors in their meeting held on May 17, 2024 on recommendation of Nomination and Remuneration Committee of the company. He is not liable to retire by rotation. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013, he is eligible for appointment for a term of Five (5) consecutive years i.e., from May 17, 2024 till May 16, 2029 subject to the approval of the Members at the ensuing General Meeting of the Company or for a period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Mr. Mittal, as a candidate for the office of Director.

The Brief Profile of Mr. A.K. Mittal is given below:

Mr. Aditya Kumar Mittal is a qualified BE (civil) Hons from Motilal Nehru Institute of Technology, Allahabad and is a member of central service i.e. Indian Railway Service of Engineers. He was also the member of the Engineering Railway Board and Ex-Officio secretary to the Government of India. Mr. Mittal has held several important posts with the Railways. He possesses vast knowledge and expertise for construction of bridges, structures including Railway tracks of the Indian Railways. Mr. Mittal has also been empaneled as Arbitrator and with all the seventeen Zonal Railways, and some Production Units of Indian Railways: ICF, RCF, DLW, CLW, CORE of Indian Railways. Further he was also empaneled in reputed Railway and Engineering PSUs like: RVNL, DFCCIL, KRCL, Railtel, RITES, MRVC, KMRCL, IRSDC, DMRC, BHEL and CWC. Mr. Mittal has also been associated with Institutions like SCOPE, SAROD, CIAC, ADR panel Member of ASSOCHAM International Council and Member of DB of ICA.

Mr. Mittal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs and is exempted from appearing in the Online Proficiency Self-Assessment Test. He has also given his consent to act as a Director in Form DIR-2.

In the opinion of the Board, Mr. Mittal is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure to this Notice. Given his rich versatile experience and expertise, Board considers it desirable and in the interest of the Company to have Mr. Mittal on the Board of the Company and accordingly the Board recommends the appointment of Mr. Mittal as an Independent Director as set out at Item No. 5 of this Notice for approval by the Members.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. Mr. A.K. Mittal is interested and concerned in the resolution mentioned in Item no.5 of the notice. Other than Mr. Mittal himself, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. Mr. Mittal does not hold any Equity Shares in the Company as on date of this Notice.

ITEM NO. 06:

Mr. Arun Kumar Dokania (DIN:00029002) was appointed as an Additional Independent Director of the Company by the Board of Directors in their meeting held on May 17, 2024 on recommendation of Nomination and Remuneration Committee of the company. He is not liable to retire by rotation. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. He is eligible for appointment for a term of Five (5) consecutive years i.e., from May 17, 2024 till May 16, 2029 subject to the approval of the Members at the ensuing General Meeting of the Company or for a period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member of the Company proposing Mr. Dokania, as a candidate for the office of Director.

The Brief Profile of Mr. A.K. Dokania is given below:

Mr. Arun Kumar Dokania is a Fellow member of the Institute of Chartered Accountants of India. Having a vast experience of more than four decades in the Commercial, Financial, Banking and Legal Matters. He has been associated with various industries. He possesses profound knowledge about the infrastructure and construction sector.

Mr. Dokania has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order

or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs and is exempted from appearing in the Online Proficiency Self-Assessment Test. He has also given his consent to act as a Director in Form DIR-2.

In the opinion of the Board, Mr. Dokania is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards-2 issued by the Institute of Company Secretaries of India (ICSI), is provided as Annexure to this Notice. Given his rich versatile experience and expertise, Board considers it desirable and in the interest of the Company to have Mr. Dokania on the Board of the Company and accordingly the Board recommends the appointment of Mr. Dokania as an Independent Director as set out at Item No. 6 of this Notice for approval by the Members.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company is interested and concerned in the resolution mentioned in Item no.6 of the notice. Other than Mr. Dokania himself, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. Mr. Dokania holds only 1962 Equity Shares in the Company as on date of this Notice.

Registered office:
GPT Centre, JC-25, Sector - III, Salt Lake
Kolkata -700106, West Bengal, India
Date: March 17, 2024
Place: Kolkata

By Order of the Board of Directors

Sd/-
Mohit Arora
Company Secretary
ACS: 51590

1. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT VIDE ITEM NO. 3,4,5 and 6 in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Amrit Jyoti Tantia	Rashmi Bihani	Aditya Kumar Mittal	Arun Kumar Dokania
DIN	05336986	07062288	08426154	00029002
Date of Birth and Age	July 04, 1991, 32 years	April 15, 1980, 44 Years	August 22, 1957, 67 years	July 23, 1953, 70 Years
Date of Appointment on the Board	May 17, 2024	May 17, 2024	May 17, 2024	May 17, 2024
Qualifications	B.Com (Hons) from St. Xavier's College and also holds Master's Degree in Management, Organizations and Governance from London School of Economics and Political Science, London	FCA, Certified IFRS	BE (Civil) Hons	B.Com (Hons.) , FCA
Experience and Expertise	Mr. Amrit Jyoti Tantia has over a decade of experience in the infrastructure industry. As the Director (Projects) of the Company, he is responsible for monitoring key projects being executed by the Company. His activities also include client interaction, material procurements and project execution.	Mrs. Bihani is is a Practicing Chartered Accountant with over two decades of practice. She was associated with Lodha & Co. for more than 10 years and has rich experience in statutory audits, internal audit including Transfer Pricing, SOX assignments and in providing financial advisory services to a diverse client base across a wide range of industries and sectors like Engineering & Projects Companies Media & Broadcasting, Metals, Power, Real Estate, FMCG and Banking companies and Hospitality companies.	Mr. Aditya Kumar Mittal is a qualified BE (civil) Hons from Motilal Nehru Institute of Technology, Allahabad and is a member of central service i.e. Indian Railway Service of Engineers. He was also the member of the Engineering Railway Board and Ex-Officio secretary to the Govt Of India. Mr. Mittal has held several important posts with the Railways. He possesses vast knowledge and expertise for construction of bridges, structures including Railway tracks of the Indian Railways. Mr. Mittal has also been empaneled as Arbitrator and with all the seventeen Zonal Railways, and some Production Units of Indian Railways: ICF, RCF, DLW, CLW, CORE of Indian Railways. Further he was also empaneled in reputed Railway and Engineering PSUs like: RVNL, FCCIL, KRCL, Railtel, RITES, MRVC, KMRCL, IRSDC, DMRC, BHEL and CWC. Mr. Mittal has also been associated with Institutions like SCOPE, SAROD, CIAC, ADR panel Member of ASSOCHAM International Council and Member of DB of ICA.	Mr. Arun Kumar Dokania has Vast experience of more than four decades in the Commercial, Financial, Banking and Legal Matters. He has been associated with various industries. He possesses profound knowledge related to Finance and Banking about the infrastructure and construction sector.

Name of the Director	Amrit Jyoti Tantia	Rashmi Bihani	Aditya Kumar Mittal	Arun Kumar Dokania
Shareholding in GPT Infracore Limited	14,95,360 Equity Shares	Nil	Nil	1962 Equity Shares
Disclosure of relationship between directors inter-se	Mr. Amrit Jyoti Tantia is the Son of Mr. Shree Gopal Tantia, Managing Director of the Company and he is not related to any other Director nor to any other KMP	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company	Not related to any Director or KMP of the Company
Last Drawn Remuneration/ No. of meetings attended	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Names of Listed entities in which the person also hold the directorship and membership of committees of the Board #	Directorship: None Membership: None	Directorship: Kesoram Industries Limited Membership: None	Directorship: None Membership: None	Directorship: None Membership: None

Note: Excludes Directorships in Private Limited Companies and Foreign Companies. The Companies in which the Director holds position of Director and is a member of that Company's Audit Committee/Stakeholders committee is taken into consideration. Companies include listed as well as unlisted entities.