

GPTINFRA/CS/SE/2022-23

August 18, 2022

**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: Minutes of 42nd Annual General Meeting.

Ref.: Scrip Code - 533761; NSE Symbol - GPTINFRA; ISIN: INE390G01014

This is further to our letter dated 28th July, 2022 and 29th July, 2022 in connection with 42nd Annual General Meeting of the Company, we are pleased to enclose herewith copy of the minutes of the proceedings of 42nd Annual General Meeting of the Company held on 28th July, 2022 through Video Conferencing.

We shall request you to kindly take the same on record.

Thanking You

Yours faithfully

For GPT Infraprojects Limited

ANATHA BANDHABA
CHAKRABARTTY

Digitally signed by ANATHA
BANDHABA CHAKRABARTTY
Date: 2022.08.18 15:51:40
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**A.B.Chakrabartty
(Company Secretary)
(Membership No. FCS 7184)**

MINUTES OF THE PROCEEDINGS OF THE FORTY SECOND (42ND) ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GPT INFRAPROJECTS LIMITED HELD ON THURSDAY THE 28TH DAY OF JULY, 2022 THROUGH VIDEO CONFERENCING ("VC") MODE AT 03.00 P.M.AND CONCLUDED AT 4.33 P.M.

- 1.1 65 Shareholders including 1(One) Authorized Representative holding in aggregate 2,21,42,398 equity shares constituting 76.13% of the paid up capital of the Company were present through VC.

The following were present through VC:

Directors Present through VC:

Mr.Dwarika Prasad Tantia- Chairman of the Company and also in the capacity of Chairman of Stakeholders Relationship Committee

Mr.Kashi Prasad Khandelwal-Independent Director & Chairman of Audit Committee

Dr.Mamta Binani- Independent Director

Mr. Shree Gopal Tantia- Managing Director

Mr.Atul Tantia- Executive Director & CFO

Mr. Vaibhav Tantia -Director & COO

In Attendance through VC:

Mr.A B Chakrabartty - Company Secretary

The Authorized Representative of the Statutory Auditors and Mr. Ashok Kumar Daga, Practicing Company Secretary, the Scrutinizer as well as the Secretarial Auditor of the Company was also present through VC. Mr. Kashi Prasad Khandelwal had represented the Nomination and Remuneration Committee of the Company as Mr. Sunil Patwari, Chairman of the Nomination and Remuneration Committee was unable to attend the meeting due to unavoidable circumstances. Mr. S J Deb, Independent Director could not attend due to some urgent work.

- 1.2 In accordance with Article 65 of the Articles of Association of the Company, Mr. Dwarika Prasad Tantia, Chairman of the Company took the Chair.

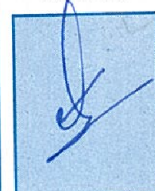
The Chairman welcomed the shareholders and directors and informed that the meeting was held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs (MCA) i.e. General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and 3/2022 dated 5th May, 2022 other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI) i.e. Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated May 12, 2020, January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2022. Participation of members through video conference was reckoned for the purpose of quorum as per the aforesaid circulars and Section 103 of the Companies Act, 2013. The requisite quorum was present through video conference and called the meeting to order.

The Chairman informed the members that the Register of Directors' shareholdings, Register of Members and other statutory records as per the provisions of the Companies Act, 2013 and rules thereof are available for inspection by the members of the company electronically throughout the meeting.

The Chairman declared with the permission of the members that the notice convening the 42nd Annual General Meeting and the Directors' Report having been circulated already, be taken as read.

The Chairman briefed the procedure for participation of the meeting through Video Conference.

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The Chairman then mentioned that some of the shareholders had registered as speakers to raise questions and provide feedback during the AGM. All the shareholders were in mute mode and speaker shareholders were un-muted when their turn for raising questions came up.

Thereafter, the Chairman addressed the members. He pointed out the achievements made by the Company since the last Annual General Meeting. He explained the Company's policy in formulating plans for the growth of the Company in this COVID-19 Pandemic situation. He informed that the company has embarked on a number of initiatives to safeguard its most valuable asset i.e. Human Resources from the Pandemic. He also explained the industry outlook.

He informed the members that there are in total 7 (Seven) Resolutions proposed to be passed in the AGM and are forming part of the Notice of the 42nd Annual General Meeting. For the benefit of members attending the meeting, he further provided a brief of the resolutions:

2.1 ORDINARY BUSINESSES:

Item No. 1: Adoption of the Financial Statements for the year ended March 31, 2022 together with Reports of Board of Directors and Auditors thereon: (Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements (Standalone & Consolidated) of the Company as at 31st March, 2022 together with Reports of the Directors' and the Auditor's thereon now submitted to the Meeting and already circulated to the shareholders of the Company and laid before the meeting, be received, considered and adopted."

Item No. 2: Confirmation of Interim Dividend and Declaration of final dividend @ 15% on equity shares for the financial year ended 31 March, 2022: (Ordinary Resolution)

"RESOLVED THAT the Interim dividend of Rs. 1.50/- @ 15% for the financial year 2021-22 be and is hereby confirmed and further that final dividend of Rs.1.50/- (@ 15%) for every Equity Share of face value of Rs.10/- each for the financial year ended 31st March, 2022 as recommended by the Board of Directors at their meeting held on 14th May, 2022 be and is hereby declared."

Item No. 3: To appoint Director in place of Mr. Atul Tantia (DIN:00001238), who retires by rotation and being eligible, offers himself for re-appointment:(Ordinary Resolution)

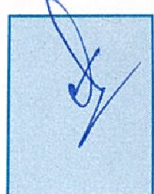
"RESOLVED THAT Mr. Atul Tantia (DIN:00001238), Director, who retires by rotation at this meeting as per the provisions of Section 152 of the Companies Act, 2013 and who being eligible for re-appointment, be and is hereby re-appointed as Director of the Company ."

2.2 SPECIAL BUSINESSES:

Item No. 4: To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023:(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 M/s. 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 2022-23 be and is hereby ratified."

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

ITEM NO. 5: Reappointment of Mr. Kashi Prasad Khandelwal as Non-Executive Independent Director: (Special Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Kashi Prasad Khandelwal (DIN: 00748523), Non - Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Non - Executive Independent Director of the Company to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 47th Annual General Meeting of the Company".

ITEM NO. 6: Payment of Commission to Mr. Dwarika Prasad Tantia Non - Executive Chairman of the Company: - 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 2022-23 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 2022-23)".

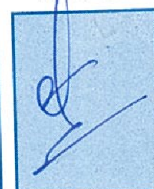
"RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided/approved by the Board of Directors and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time."

"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.

ITEM NO. 7: Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013: - Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise

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required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or other companies or Firms or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

After the above resolutions were been briefed and deemed to be read, the Chairman invited members who would like to make comments, make observations and seek clarifications.

The following members spoke on the various items of the report and financial statements for the year and sought clarifications.

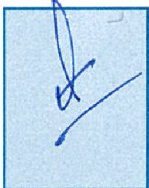
Mr. Manas Banerjee, Mr. Mahesh Kumar Bubna, Mr. Amit Kr. Banerjee, Mr. Gautam Nandy, Mr. Sontosh Kr. Saraf, Mr. Subhas Kar, Mr. Sujan Modak, Mr. Bimal Sarkar, Mr. Abhirup Nandy, Mr. Tapas Kumar Dutta, Mr. Tarak Nath Chakraborty, Mrs. Chandravati Gattani, Mr. Ashit Kumar Pathak, Mr. Praveen Kumar and Mrs. Lily Pradhan.

The Chairman thanked the members for the kind words and appreciation. The questions/queries raised by the members were suitably replied to by Mr. Atul Tantia, Executive Director & CFO of the Company.

The Chairman then informed that pursuant to the provisions of Sections 101 and 108 of the Companies Act, 2013 read with Rules 18 and 20 of Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2(SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India, the Company had provided the facility of remote e-voting to the members through Link Intime e-voting system, to enable them to cast their vote electronically, in proportion to their shareholding as on the cut-off date of 21st July, 2022, in respect of the agenda item No. 1 to 7 of the Notice of Annual General Meeting. The remote e-voting was open from Monday, 25th July, 2022 (at 9.00 a.m. IST) and ended on Wednesday, 27th July, 2022 (at 5.00 p.m. IST). The members who had not casted their vote through remote e-voting process, were given facilities for casting their votes using e-voting facility of Link Intime towards the end the AGM.

He declared that the Scrutinizer Mr. Ashok Kumar Daga, Practicing Company Secretary, appointed for carrying out the electronic voting process in a fair and transparent manner, would submit the report on the electronic voting to the Chairman within the allowable time from the conclusion of Annual General Meeting.

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The Chairman thanked all Directors, Statutory Auditors, Registrar, Scrutinizer and Members who had joined the meeting. Further, he stated that the voting module was extended for another 15 minutes to enable the members to cast their votes. The Chairman informed that the result of the voting along with the Scrutinizer report would be placed on the website of the Company and Stock Exchanges. He stated that the meeting would stand concluded at the end of 15 minutes.

The Company Secretary then proposed formal vote of thanks to the Chairman.

The meeting was concluded at 4.33 p.m.

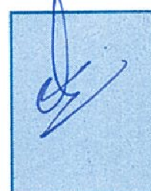
Details of Voting through remote e-voting and e-voting:

Based on scrutiny and processing of all the votes cast by electronic means and voting during AGM through e-voting, the Scrutinizer prepared and submitted his Report dated 29th July, 2022 to the Chairman of the Company. The Company Secretary immediately forwarded the voting results of the 42nd Annual General Meeting along with the Scrutinizer's Report to the Stock Exchanges, Link Intime and uploaded the same on the Company's website.

A brief summary of the voting results of all the resolutions in respect of all items of business as contained in the Notice of 42nd Annual General Meeting as per Scrutinizer's Report dated 29th July, 2022 is provided below:

Resolutions	Particulars	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		No. of Shares	% of total valid vote casted	No. of Shares	% of total valid vote casted	Nos.
Item No 01						
Adoption of the Financial Statements for the year ended March 31, 2022 together with Reports of Board of Directors and Auditors thereon	Remote E-Voting	22516324	100	6	0	0
	E-Voting at AGM	0	0	0	0	0
	Total	22516324	100	6	0	0
Item No 02						
Confirmation of Interim dividend and Declaration of dividend @ 15% on equity shares for the financial year ended 31 March, 2022	Remote E-Voting	22508172	99.96	8158	0.04	0
	E-Voting at AGM	0	0	0		0
	Total	22508172	99.96	8158	0.04	0
Item No 03						
To appoint Director in place of Mr. Atul Tania (DIN:00001238), who retires by rotation and being eligible, offers himself for re-appointment	Remote E-Voting	22516324	100	6	0	0
	E-Voting at AGM	0	0	0	0	0
	Total	22516324	100	6	0	0
Item No 04						
To ratify the remuneration of the Cost Auditors for the financial year ending 31 st March, 2023	Remote E-Voting	22516324	100	6	0	0
	E-Voting at AGM	0	0	0	0	0
	Total	22516324	100	6	0	0

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MINUTE BOOK						
						
Item No 05						
Reappointment of Mr. Kashi Prasad Khandelwal as Non-Executive Independent Director for 2nd term of 5 consecutive years	Remote E-Voting	21827630	96.94	688700	3.06	0
	E-Voting at AGM					0
	Total	21827630	96.94	688700	3.06	0
Item No 06						
Payment of Commission to Mr. Dwarika Prasad Tantia Non-Executive Chairman of the Company:	Remote E-Voting	20666312	100	6	0	1850012
	E-Voting at AGM	0	0	0	0	0
	Total	20666312	100	6	0	1850012
Item No 07						
Approval for giving loans or guarantees or providing securities to the Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013	Remote E-Voting	21819478	96.90	696852	3.10	0
	E-Voting at AGM	0	0	0	0	0
	Total	21819478	96.90	696852	3.10	0

The Scrutinizer Mr. Ashok Kumar Daga, pointed out the following in his Report:

The vote casted by Mr. Dwarika Prasad Tantia, Mr. Atul Tantia & Mr. Vaibhav Tantia in resolution nos. 6 has not be taken into consideration as they are Interested Parties as stated in the Notice of Annual General Meeting dated 14th May,2022.

He reported that Ordinary Resolutions and Special Resolutions as contained in Item Nos. 1 to 7 and as contained in the Notice of the 42nd AGM held on 28th July, 2022 had been passed in the following manner:

Resolution No.	Type of Resolution	Result
1.	Ordinary	Passed with requisite majority
2.	Ordinary	Passed with requisite majority
3.	Ordinary	Passed with requisite majority
4.	Ordinary	Passed with requisite majority
5.	Special	Passed with requisite majority
6.	Special	Passed with requisite majority
7.	Special	Passed with requisite majority

Date:18.08.2022

Place: Kolkata

Date of Entry in the Minute Book: 16.08.2022

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