

GPT Infraprojects Limited

CIN:L20103WB1980PLC032872

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata 700 098.

NOTICE

Notice is hereby given that the 34th Annual General Meeting of GPT INFRAPROJECTS LIMITED will be held on Friday, the 29th day of August, 2014 at 3.00 P.M. at CII-Suresh Neotia Centre Of Excellence For Leadership at DC-36, Ground Floor, Sector-I, Salt Lake City (behind City Centre), Kolkata-700064, to transact the following business :

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements as at and for the year ended 31st March, 2014 together with reports of Board of Directors' and Auditor's thereon.
2. To declare dividend.
3. To appoint a Director in place of Sri Atul Tantia (DIN00001238), who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and to fix their remuneration by passing the following resolution as an ordinary resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and as per recommendations of the Audit Committee of the Board of Directors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Kolkata, having Firm Registration No.301003E, be and are hereby appointed as the Auditors of the Company, in place of the retiring Auditors M/s. SRBC & CO LLP, Chartered Accountants, Kolkata, having Firm Registration No. 324982E, for a period of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the next 5th Annual General Meeting of the Company (subject to ratification of appointment by the members at every subsequent Annual General Meeting as required under section 139 (1) of The Companies Act, 2013) to conduct the auditing of accounts up to the financial year 2018-19 at a remuneration as may be decided by the Board of Directors or Audit Committee thereof."

AS SPECIAL BUSINESS

5. **Regularization of borrowing limits of the Company in compliance with the provisions of Section 180(1)(c) of the Companies Act, 2013**

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

"RESOLVED THAT in suppression of the Resolution No.04 passed through Postal ballot vide results declared on 28th December, 2012, the consent of the Company be and is hereby accorded under section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow any sum or sums of monies from any one or more Company's bankers and/or from any one or more other persons, firms, bodies corporate or financial institution, whether by way of term loans,

advances or deposits, loans or bills discounting, issue of debentures, furnishing of guarantees of otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether immovable or movable, or stock-in-trade and work-in-progress and all or any of the undertaking(s) of the Company, for and on behalf of the Company from time to time for the purpose of the Company amounting in aggregate to a sum of not more than ₹ 700 Crore (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), that is to say, the total borrowings by the Board for and on behalf of the Company of an aggregate sum not exceeding ₹ 700 Crore, exclusive of interest, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (Apart from such temporary loans obtained or to be obtained from the Company's bankers) will or may exceed the aggregate of the paid-up share capital and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board or Committee of the Board of the Company be and are hereby authorized to agree to such variations and/or modification(s) as the requisite authorities may suggest and to do all such acts, deeds and things as may be required in this regard."

6. **Re-Appointment of Sri Himangsu Sekhar Sinha as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Sri Himangsu Sekhar Sinha (DIN00946398), who was appointed as an Independent Director liable to retire by rotation and who has already served as such for more than 5 years, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company up to the conclusion of the 39th Annual General Meeting of the Company."

7. **Re-Appointment of Sri Viswa Nath Purohit as Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Sri Viswa Nath Purohit (DIN00291853), who was

appointed as an Independent Director liable to retire by rotation and who has already served as such for more than 5 years, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company up to the conclusion of the 39th Annual General Meeting of the Company."

8. Re-Appointment of Dr. Nitindra Nath Som as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Dr. Nitindra Nath Som (DIN01371413), who was appointed as an Independent Director liable to retire by rotation and who has already served as such for more than 5 years, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company up to the conclusion of the 39th Annual General Meeting of the Company."

9. Appointment of Sri Sunil Patwari as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Sri Sunil Patwari (DIN000024007), who was appointed as an Independent Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company up to the conclusion of the 39th Annual General Meeting of the Company."

10. Appointment of Mrs. Mamta Binani as Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mrs. Mamta Binani (DIN00462925), who was appointed as an Independent Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company up to the conclusion of the 39th Annual General Meeting of the Company."

11. Waiver of recovery of excess remuneration paid to Sri Shree Gopal Tania, Managing Director for the Financial Year 2013-14

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

"RESOLVED THAT subject to the approval of Central Government pursuant to Section 197(10) of the Companies Act, 2013 and Section 309(5B) of the erstwhile Companies Act, 1956 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the than applicable Companies Act, 1956 and Companies Act, 2013 and all other guidelines for managerial remuneration issued by the Central Government from time to time and such other consents and approval as may be deemed necessary, the consent of the members be and is hereby accorded for waiver from recovery of excess remuneration of ₹ 21,00,000/- paid to Sri Shree Gopal Tania, Managing Director of the Company for the financial year 2013-14 in terms of his re-appointment, which has exceeded the limits prescribed in Part II of Schedule XIII read with section 198, 309 and other applicable provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors including its committee (s) thereof and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for approval of Central Government in respect thereof."

12. Payment of excess remuneration to Sri Shree Gopal Tania, Managing Director for the Financial Year 2013-14

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

"RESOLVED THAT subject to the approval of Central Government pursuant to Section 197(3) of the Companies Act, 2013 and Section 198(4) & 309 of the erstwhile Companies Act, 1956 read with Schedule-XIII, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the than applicable Companies Act, 1956 and the Companies Act, 2013 and all other guidelines for managerial remuneration issued by the Central Government from time to time and such other consents and approval as may be deemed necessary, the consent of the members be and is hereby accorded for excess payment of remuneration amounting to ₹15,00,000/- payable to Sri Shree Gopal Tania, Managing Director of the Company for the Financial Year 2013-14 in terms of his re-appointment, over and above the limits prescribed in part II of Schedule XIII read with Section 198, 309 and other applicable provisions of the Companies Act, 1956."

RESOLVED FURTHER THAT the Board of Directors including committee thereof and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for approval of Central Government in respect thereof."

13. Payment of excess remuneration to Sri Atul Tania, Whole-time Director for the Financial Year 2013-14

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

"RESOLVED THAT subject to the approval of Central Government

pursuant to Section 197(3) of the Companies Act, 2013 and Section 198(4) & 309 of the erstwhile Companies Act, 1956 read with Schedule-XIII, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the than applicable Companies Act, 1956 and the Companies Act, 2013 (the Acts) and all other guidelines for managerial remuneration issued by the Central Government from time to time and such other consents and approval as may be deemed necessary, the consent of the members be and is hereby accorded for excess payment of remuneration amounting to ₹ 7,65,000/- payable to Sri Atul Tania, Whole Time Director designated as Executive Director of the Company for the Financial Year 2013-14 in terms of his re-appointment, over and above the limits prescribed in part II of Schedule XIII read with Section 198, 309 and other applicable provisions of the Companies Act, 1956 ."

RESOLVED FURTHER THAT the Board of Directors including its committee (s) thereof and/or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for approval of Central Government in respect thereof."

14. **Payment of excess remuneration to Sri Vaibhav Tania, Whole-time Director for the Financial Year 2013-14**

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

"RESOLVED THAT subject to the approval of Central Government pursuant to Section 197(3) of the Companies Act, 2013 and Section 198(4) & 309 of the erstwhile Companies Act, 1956 read with Schedule-XIII, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any of the than applicable Companies Act, 1956 and the Companies Act, 2013 (the Acts) and all other guidelines for managerial remuneration issued by the Central Government from time to time and such other consents and approval as may be deemed necessary, consent of the members be and is hereby accorded for excess payment of remuneration amounting to ₹ 7,65,000/- payable to Sri Vaibhav Tania, Whole Time Director designated as Director & Chief Operating Officer of the Company, for the Financial Year 2013-14 in terms of his appointment, over and above the limits prescribed in part II of Schedule XIII read with Section 198, 309 and other applicable provisions of the Companies Act, 1956."

RESOLVED FURTHER THAT the Board of Directors including its committee (s) thereof and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for approval of Central Government in respect thereof."

15. **Revision in the terms of remuneration of Sri Shree Gopal Tania, Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 196 and 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the consent/approval of the

Company be and is hereby accorded to the revision in terms of remuneration of Sri Shree Gopal Tania, Managing Director of the Company, who fulfills the conditions prescribed under Schedule V of the Act, with effect from 1st April, 2014, duly approved by the Nomination & Remuneration Committee and recommended by the Board of Directors of the Company (herein referred to as the 'Board' which include any Committee thereof), as set out below:

1. Salary per month: ₹ 5,00,000/- with effect from 1st April, 2014.
2. Perquisites :
 - a. *Medical reimbursement & Medclaim Group Insurance* : As per the rules of the Company.
 - b. *Leave travel concession/allowance* : As per the rules of the Company.
 - c. *Club Fees* payable subject to maximum of two clubs.
 - d. *Personal Accident Insurance* : As per the rules of the Company.
 - e. *Earned / Privilege leave* : As per the rules of the Company.
 - f. *Gratuity* : As per the rules of the Company.
 - g. *Bonus* : As per the rules of the Company.
 - h. *Encashment of Leave* : 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 purposes.

3. Other terms & Conditions :

- a. Period of appointment : From 13th August, 2012 to 31st July, 2015.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Sri Shree Gopal Tania 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 notwithstanding anything herein stated above, where in any financial year during the tenure of Sri Shree Gopal Tania as Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Sri Shree Gopal Tania the above remuneration by way of salary, perquisites and other allowances as minimum remuneration and the same be governed by the limits prescribed under section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to decide/determine, fix and/or very/alter/modify within the limit stated above, the components of remuneration (including minimum remuneration in the event of absence or inadequacy of profits in any financial year) payable to Sri Shree Gopal Tania from time to time and to comply with the legal provisions and do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolutions."

16. **Revision in the terms of remuneration of Sri Atul Tania, Executive Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 196 and 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the consent/approval of the Company be and is hereby accorded to the revision in terms of remuneration of Sri Atul Tantia, Whole-time Director designated as Executive Director of the Company, who fulfills the conditions prescribed under Schedule V of the Act, with effect from 1st April, 2014, duly approved by the Nomination & Remuneration Committee and recommended by the Board of Directors of the Company (herein referred to as the ‘Board’ which include any Committee thereof), as set out below:

1. Salary per month: ₹ 1,70,000/- with effect from 1st April, 2014.
2. House Rent allowance up to 50% of the salary.
3. Perquisites :
 - a. *Medical reimbursement & Mediclaim Group Insurance* : As per the rules of the Company.
 - b. *Leave travel concession/allowance* : As per the rules of the Company.
 - c. *Club Fees* payable subject to maximum of two clubs.
 - d. *Personal Accident Insurance* : As per the rules of the Company.
 - e. *Earned / Privilege leave* : As per the rules of the Company.
 - f. *Gratuity* : As per the rules of the Company.
 - g. *Bonus* : As per the rules of the Company.
 - h. *Encashment of Leave* : 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 purposes.
4. Other terms & Conditions :
 - a. Period of appointment : From 13th August, 2012 to 31st July, 2015.
 - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
 - c. Sri Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors.

“RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Sri Atul Tantia as Executive Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Sri Atul Tantia the above remuneration by way of salary, perquisites and other allowances as minimum remuneration and the same be governed by the limits prescribed under section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to decide/determine, fix and/or vary/alter/modify within the limit stated above, the components of remuneration (including minimum remuneration in the event of

absence or inadequacy of profits in any financial year) payable to Sri Atul Tantia from time to time and to comply with the legal provisions and do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolutions.”

17. Revision in the terms of remuneration of Sri Vaibhav Tantia, Director & COO of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196 and 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the consent/approval of the Company be and is hereby accorded to the revision in terms of remuneration of Sri Vaibhav Tantia, Whole-time Director designated as Director & Chief Operating Officer of the Company, who fulfills the conditions prescribed under Schedule V of the Act, with effect from 1st April, 2014, duly approved by the Nomination & Remuneration Committee and recommended by the Board of Directors of the Company (herein referred to as the ‘Board’ which include any Committee thereof), as set out below:

1. Salary per month: ₹ 1,70,000/- with effect from 1st April, 2014.
2. House Rent allowance up to 50% of the salary.
3. Perquisites :
 - a. *Medical reimbursement & Mediclaim Group Insurance* : As per the rules of the Company.
 - b. *Leave travel concession/allowance* : As per the rules of the Company.
 - c. *Club Fees* payable subject to maximum of two clubs.
 - d. *Personal Accident Insurance* : As per the rules of the Company.
 - e. *Earned / Privilege leave* : As per the rules of the Company.
 - f. *Gratuity* : As per the rules of the Company.
 - g. *Bonus* : As per the rules of the Company.
 - h. *Encashment of Leave* : 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 purposes.

4. Other terms & Conditions :
 - a. Period of appointment : From 13th August, 2012 to 31st July, 2015.
 - b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
 - c. Sri Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors.

“RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Sri Vaibhav Tantia as Director & Chief Operating Officer of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Sri Vaibhav Tantia the above remuneration by way of salary, perquisites and other allowances as

minimum remuneration and the same be governed by the limits prescribed under section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to decide/determine, fix and/or vary/alter/modify within the limit stated above, the components of remuneration (including minimum remuneration in the event of absence or inadequacy of profits in any financial year) payable to Sri Vaibhav Tania from time to time and to comply with the legal provisions and do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolutions."

18. Payment of commission to Sri Dwarika Prasad Tania, Chairman of the Company

To consider and, if thought fit, to pass with or without

modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 197,198 read with Schedule V of the Companies Act,2013, and other applicable provisions if any, of the Companies Act, 2013 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 a period of three years commencing from the Financial year 2014-15 beginning on 1st April,2014 (such profit to be computed in the manner prescribed under section 198 of the said Act) to Sri Dwarika Prasad Tania, Chairman of the Company, who is neither a Managing Director nor Whole-time Director of the Company.

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

By Order of the Board of Directors

For GPT Infraprojects Limited

Place: Kolkata
Date: 29.05.2014

R. Mishra
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such proxy need not be a member of the Company. However, Proxy Form(s) duly stamped, completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.** Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 2. A person can act as a proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the Company. A member holding more than 10(ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Resolutions under special**

business set out above is annexed hereto.

- 4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd August, 2014 to 29th August, 2014 (both days inclusive).**

The Dividend, if declared, will be paid on or after 29th August, 2014 but within the statutory time limit of 30 days, to those members in respect of existing ordinary shares as on 31st March, 2014 entitled thereto whose names appear in the Register of Members of the Company as on 29th August, 2014, after giving effect to all valid share transfers in physical lodged with the Company and its Registrars on or before 22nd August, 2014. In respect of shares held in dematerialized form in the Depository System, dividend there on will be paid to the beneficial owners as per the list to be provided by the Depositories, at the end of the business hours on 22nd August, 2014.

- 5. Members holding shares in physical form are requested to intimate Registrar and Share Transfer Agent of the Company viz. Link Intime India Pvt. Limited, Unit: GPT Infraprojects Limited, "59C, Chowringhee Road, 3rd Floor, Kolkata-700020, for updating their**

registered address, email address, bank account details, NECS (National Electronic Clearing Services) mandate and changes therein, if any. Members holding shares in electronic form are requested to update such details with their respective Depository Participant.

6. Members wishing to claim dividends pertaining to the year 2011, 2012 & 2013, which remain unclaimed, are requested to write/correspondence with Mr. R. Mishra, Company Secretary of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act 1956), be transferred to the Investor Education and Protection Fund.

7. Relevant documents referred to in the Notice as well as annual accounts of the subsidiary companies will be available for inspection by the members at the Registered office of the Company on all working days, except Sundays and public holidays, during 10 A.M. to 1.00 P.M. up to the date of the Meeting. The notice of 34th Annual General Meeting and Annual Report of your Company for Financial Year 2013-14 would also be made available on the Company's website: www.gptinfra.in.

8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

9. Voting through electronic means:

I. In compliance with provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide

members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The process and instruction for e-voting are as under:

- (i) The voting period begins on **Saturday, 23rd August, 2014 (10.00 am) and ends on Monday, 25th August, 2014 (6.00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders' should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "GPT INFRAPROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, please follow the steps given below:

For Members holding shares in Demat Form and Physical Form

* PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of the First Holder Name followed by last 8 digit BO-ID or Folio Number in the PAN Field. Eg: If your name is Ramesh Kumar with BO-ID: IN30372710005355 or Folio number: 000000001, then enter RA10005355 or RA00000001 in the PAN Field.
# DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
# Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
# Please enter the DOB OR Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).	

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant GPT INFRAPROJECTS LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user by using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 25th July, 2014.
- III. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- IV. Mr. Jitendra Patnaik, Proprietor of M/s. J. Patnaik & Associates, Practicing Company Secretary (Certificate of Practice Number 3102) has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman.
- VI. After the agenda item has been discussed, the Chairman will order Poll in respect of the agenda item. Poll will be conducted and supervised by the Scrutinizers appointed for the purpose. The shareholders/Proxies/Authorised Representatives present at the venue of the general meeting can exercise their votes through polling process. However, the shareholders who have already cast their votes through e-voting will not be entitled to participate in the polling process at the venue of the meeting. After conclusion of the Poll, the Chairman may declare the meeting as closed.
- VII. The results of the Poll aggregated with the results of e-voting as per the scrutinizer's report shall be placed in the Company's website www.gptinfra.in and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
10. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Notice for attending the meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.5

As sanctioned/approved by the members of the Company vide an Ordinary Resolution passed under section 293(1)(d) of the Companies Act, 1956, through postal ballot on 28th December, 2012, the Board of Directors of the Company is authorised to borrow from time to time for the purpose of the Company upto aggregate sum of ₹ 700 crores notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (Apart from such temporary loans obtained or to be obtained from the Company's bankers) which shall/may exceed the aggregate of the paid-up share capital and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

Now, it is proposed to regularize the said borrowing limits of the Company in terms of provisions of Section 180(1)(c) of the Companies Act, 2013 and therefore, it is necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Your Board recommend the resolution as set out in Item No.5 for approval by authorising it to borrow money upto ₹ 700 cores (Rupees Seven Hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No.6, 7 & 8

Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som are Non-Executive Independent Director of the Company since December, 2004, November, 2007 & December, 2007, respectively and who have held the positions as such for more than 5 (five) years in the Board of the Company.

In terms of Section 149 of the Companies Act, 2013 read with amended Clause 49 of the Listing Agreement, it is proposed to re-appoint Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som as Independent Directors of the Company to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company. Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given their consent under section 152(5) as well as declarations/disclosures under section 149(7), 164(2) & 184(1) of the Companies Act, 2013 and Rules made there under, to act as Independent Directors of the Company.

In the opinion of the Board, Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som fulfills the conditions for re-appointment as Independent Directors as specified in the Companies Act, 2013 and clause 49 of the Listing Agreement. Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som are

independent of the management and do not hold by themselves or for any other person on a beneficial basis, any shares in the Company. Brief resume of Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som, their expertise in specific functional areas and name of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding, etc as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the annexure to this Notice. Copy of the draft letter for re-appointment of Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during working hours on any working day up to the date of the Meeting.

The Board considers that continued association of Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors of the Company. Accordingly, the Board recommends the resolution No.6, 7 & 8 in relation to re-appointment of Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som as Independent Directors of the Company, not liable to retire by rotation, for the approval by the shareholders/members of the Company by way of special resolution.

None of the Directors or key managerial personnel or their relatives, except Sri Himangsu Sekhar Sinha, Sri Viswa Nath Purohit and Dr. Nitindra Nath Som with regard to their respective re-appointments, are concerned or interested in the resolution set out at Item No. 6, 7 & 8.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.9 & 10

Sri Sunil Patwari and Mrs. Mamta Binani are Non-Executive Independent Directors of the Company since June, 2010, & August, 2012, respectively.

In terms of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, it is proposed to appoint Sri Sunil Patwari and Mrs. Mamta Binani as Independent Directors of the Company to hold office for a term of 5 (five) consecutive years with effect from this annual general meeting of the Company. Sri Sunil Patwari and Mrs. Mamta Binani are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent under section 152(5) as well as declarations/disclosures under section 149(7), 164(2) & 184(1) of the Companies Act, 2013 and Rules made there under, to act as Independent Directors of the Company.

In the opinion of the Board, Sri Sunil Patwari and Mrs. Mamta Binani fulfills the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and clause 49 of the Listing Agreement. Sri Sunil Patwari and Mrs. Mamta Binani are independent of the management and do not hold by themselves or for any other person on a beneficial basis, any shares in the Company. Brief resume of Sri Sunil Patwari and Mrs. Mamta Binani, their expertise in specific functional areas and name of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding, etc as stipulated under Clause 49 of the Listing

Agreement with the Stock Exchanges, are provided in the annexure to this Notice. Copy of the draft letter for appointment of Sri Sunil Patwari and Mrs. Mamta Binani as Independent Directors setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company during working hours on any working day up to the date of the Meeting.

The Board considers that continued association of Sri Sunil Patwari and Mrs. Mamta Binani would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors of the Company. Accordingly, the Board recommends the resolution No.9 & 10 in relation to appointment of Sri Sunil Patwari and Mrs. Mamta Binani as Independent Directors of the Company, not liable to retire by rotation, for the approval by the shareholders/members of the Company by way of ordinary resolution.

None of the Directors or key managerial personnel or their relatives, except Sri Sunil Patwari and Mrs. Mamta Binani with regard to their respective appointments, are concerned or interested in the resolution set out at Item No. 9 & 10.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.11 & 12

As per the shareholders approval vide resolution passed at the Annual General Meeting held on 6th August, 2013, Sri Shree Gopal Tania was re-appointed as Managing Director of the Company at a monthly salary of ₹ 500,000/- with such increment as the Board may approve from time to time subject to maximum of ₹ 10,00,000 per month, for a period of 3(three) years with effect from 13th August, 2012.

During the financial year 2013-14, a sum of ₹ 45,00,000/- has been paid to Sri Shree Gopal Tania, Managing Director of the Company towards part of his remuneration against total remuneration of ₹ 60,00,000/- as payable in term of the shareholders approval vide resolution passed at the Annual General Meeting of the Company held on 6th August, 2013. Subsequently, upon finalization of Annual Accounts for Financial Year 2013-14, the said payment of ₹ 45,00,000/- worked out to be in excess of the limit prescribed in Part II of Schedule XIII read with Section 198, 309 (3) of the Companies Act, 1956 by ₹ 21,00,000/- leaving a balance sum of ₹ 15,00,000/- to be paid/payable for Financial Year 2013-14, which arise due to inadequacy of profits of the Company.

As required vide Section 197(9) of the Companies Act, 2013 (section 309(5A) of the erstwhile Companies Act, 1956), the said excess payment of ₹ 21,00,000/- shall be hold by the Managing Director in Trust for the Company until the same is either approved by Central Government or refunded, which can be waived with the approval of the Central Government under section 197(10) of the Companies Act, 2013 read with section 309(5B) of the Companies Act, 1956.

As per the provisions of Section 197(3) of the Companies Act, 2013 read with Section 198(4) & 309 of the erstwhile Companies Act, 1956, a Managing Director may be paid over and above the limit as prescribed in Part II of Schedule XIII read with Section 198, 309 (3) of the Companies Act, 1956 with the previous approval of Central Government. In terms of the said provisions, subject to the approval of the Central Government, it is proposed to make the excess payment of

remuneration of ₹ 15,00,000/- to be paid/payable to Sri Shree Gopal Tania, Managing Director of the Company for Financial Year 2013-14, which is exceeding the limits prescribed in Part II of Schedule XIII read with section 198, 309 and other applicable provisions of the Companies Act, 1956.

Therefore, your Board recommend the resolution No.11 concerning approval for waiver of recovery of excess remuneration paid to Sri Shree Gopal Tania, Managing Director for the Financial Year 2013-14 and resolution No. 12 concerning approval of payment of excess remuneration to be paid/payable to Sri Shree Gopal Tania, as approved by the Nomination and Remuneration Committee of the Board, for your approval by passing special resolution.

Copies of relevant documents referred to in resolution No. 11 & 12 would be available for inspection by the members at the registered office of the Company on all working days, except on Sundays and public holidays, during 10 A.M. to 1.00 P.M. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Sri Shree Gopal Tania, Managing Director, holding 13,68,022 (9.41%) equity shares of the Company, are concerned or interested in the resolution.


Item No.13

As per the shareholders approval vide resolution passed at the Annual General Meeting held on 6th August, 2013, Sri Atul Tania was re-appointed as Whole-time Director designated as Executive Director of the Company at a monthly salary of ₹ 1,70,000/- plus HRA 50% of salary, for a period of 3(three) years with effect from 13th August, 2012.

During the financial year 2013-14, a sum of ₹ 22,95,000/- has been paid to Sri Atul Tania, Whole-time Director designated as Executive Director of the Company towards part of his remuneration against total remuneration of ₹ 30,60,000/- as payable in terms of shareholders approval vide resolution dated 6th August, 2013, which upon finalization of Annual Accounts for Financial Year 2013-14 worked out to be in excess of the limit prescribed in Section 198, 309(3) read with Schedule XIII of the Companies Act, 1956 by ₹ 7,65,000/-.

As per the provisions of Section 197(3) of the Companies Act, 2013 read with Section 198(4) & 309 of the erstwhile Companies Act, 1956, a Whole-time Director may be paid over and above the limit as prescribed in Part II of Schedule XIII read with Section 198, 309 (3) of the Companies Act, 1956 with the previous approval of Central Government. In terms of the said provisions, subject to the approval of the Central Government, it is proposed to make the excess payment of remuneration of ₹ 7,65,000/- to be paid/payable to Sri Atul Tania, Whole-time Director designated as Executive Director of the Company for Financial Year 2013-14, which is exceeding the limits prescribed in Part II of Schedule XIII read with section 198, 309 and other applicable provisions of the Companies Act, 1956.

Therefore, the Board recommend the resolution No. 13 concerning approval of payment of excess remuneration payable to Sri Atul Tania, Whole-time Director for the Financial Year 2013-14 as approved by the Nomination and Remuneration Committee of the Board, for your approval by passing a special resolution.



Copies of relevant documents referred to in resolution No. 13 would be available for inspection by the members at the registered office of the Company on all working days, except Sundays and public holidays, during 10 A.M. to 1.00 P.M. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Sri Atul Tania, Executive Director, holding 4,17,456 (2.87%) equity shares of the Company, Sri Vaibhav Tania, Director & COO and Sri Dwarika Prasad Tania, Chairman, who are relatives of Sri Atul Tania, are concerned or interested in the resolution.

Item No.14

As per the shareholders approval vide resolution passed at the Annual General Meeting held on 6th August,2013, Sri Vaibhav Tania was appointed as Whole-time Director designated as Director & Chief Operating Officer of the Company at a monthly salary of ₹ 1,70,000/- plus HRA 50% of salary, for a period of 3(three) years with effect from 13th August, 2012.

During the financial year 2013-14, a sum of ₹ 22,95,000/- has been paid to Sri Vaibhav Tania, Whole-time Director designated as Director & Chief Operating Officer of the Company towards part of his remuneration against total remuneration of ₹ 30,60,000/- as payable in terms of shareholders approval vide resolution dated 6th August,2013, which upon finalization of Annual Accounts for Financial Year 2013-14 worked out to be in excess of the limit prescribed in Section 198, 309(3) read with Schedule XIII of the Companies Act, 1956 by ₹ 7,65,000/-.

As per the provisions of Section 197(3) of the Companies Act,2013 read with Section 198(4) & 309 of the erstwhile Companies Act, 1956, a Whole-time Director may be paid over and above the limit as prescribed in Part II of Schedule XIII read with Section 198, 309 (3) of the Companies Act, 1956 with the previous approval of Central Government. In terms of the said provisions, subject to the approval of the Central Government, it is proposed to make the excess payment of remuneration of ₹ 7,65,000/- to be paid/payable to Sri Vaibhav Tania, Whole-time Director designated as Director & Chief Operating Officer of the Company for Financial Year 2013-14, which is exceeding the limits prescribed in Part II of Schedule XIII read with section 198, 309 and other applicable provisions of the Companies Act,1956.

Therefore, the Board recommend the resolution No. 14 concerning approval of payment of excess remuneration payable to Sri Vaibhav Tania, Whole-time Director for the Financial Year 2013-14 as approved by the Nomination and Remuneration Committee of the Board, for your approval by passing a special resolution..

Copies of relevant documents referred to in resolution No. 14 would be available for inspection by the members at the registered office of the Company on all working days, except on Sundays and public holidays, during 10 A.M. to 1.00 P.M. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Sri Vaibhav Tania, Director & COO, holding 2,67,720 (1.84%) equity shares of the Company, Sri Atul Tania, Executive Director and Sri Dwarika Prasad Tania, Chairman, who are relatives of Sri Vaibhav Tania, are concerned or interested in the resolution.

Item No.15

Sri Shree Gopal Tania is one of the Promoter Director of the Company

since 1987 and was appointed as Managing Director of the Company with effect from 13th August, 2007. Subsequently, vide shareholders approval at the Annual General Meeting held on 6th August, 2013, Sri Shree Gopal Tania, was re-appointed as Managing Director of the Company at a monthly salary of ₹ 500,000/- plus perquisites as per Company's rule forming part of proposed resolution, for a period of 3(three) years with effect from 13th August, 2012.

In terms of the provisions of section 196 and 197 read with Schedule V of the Companies Act, 2013, now it is proposed to revise the terms of remuneration without any increase or decrease in the remuneration of Sri Shree Gopal Tania for payment of remuneration of ₹ 500,000/- per month as minimum remuneration with effect from 1st April, 2014 as approved by the Nomination & Remuneration Committee as well as recommended by the Board of Director of the Company vide their respective meetings held on 29th May,2014.

The proposed revision in terms of remuneration of Sri Shree Gopal Tania, Managing Director, requires consent of the members by virtue of Section 196 and 197 read with Schedule V to the Companies Act, 2013 and therefore, the Board recommend the Resolution at item no.15 for your approval as a Special Resolution.

Copies of relevant documents referred to in resolution No. 15 would be available for inspection by the members at the registered office of the Company on all working days, except on Sundays and public holidays, during 10 A.M. to 1.00 P.M. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Sri Shree Gopal Tania, Managing Director, holding 13,68,022 (9.41%) equity shares of the Company, are concerned or interested in the resolution.

Item No.16

Sri Atul Tania, one of the Promoter Director of the Company since 2004, was appointed as Whole-time Director of the Company with effect from 1st January, 2005. Subsequently, Vide shareholders approval at the Annual General Meeting held on 6th August, 2013, Sri Atul Tania, was re-appointed as Whole-time Director designated as Executive Director of the Company at a monthly salary of ₹ 1,70,000/- plus HRA 50% of salary and other perquisites as per Company's rule forming part of resolution, for a period of 3(three) years with effect from 13th August, 2012.

In terms of the provisions of section 196 and 197 read with Schedule V of the Companies Act, 2013, now it is proposed to revise the terms of remuneration without any increase or decrease in the remuneration of Sri Atul Tania for payment of monthly remuneration of ₹ 1,70,000/- plus HRA 50% of salary and other perquisites as per Company's rule, as minimum remuneration with effect from 1st April, 2014 as approved by the Nomination & Remuneration Committee as well as recommended by the Board of Director of the Company vide their respective meetings held on 29th May,2014.

The proposed revision in terms of remuneration of Sri Atul Tania Tania, Executive Director, requires consent of the members by virtue of Section 196 and 197 read with Schedule V to the Companies Act, 2013 and therefore, the Board recommend the Resolution at item no.16 for your approval as an Ordinary Resolution.

Copies of relevant documents referred to in resolution No. 16 would be