

GPTINFRA/CS/SE/2017-18

Date: 26th May, 2017

National Stock Exchange of India Limited (NSE)
Exchange Plaza
Plot No. C/1, G Block
BandraKurla Complex
Bandra (E)
Mumbai - 400 051

Subject: Clarification on Appointment/Cessations for announcements submitted to NSE

Ref: Your Email dated 24th May, 2017

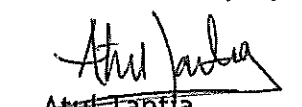
Dear Sir/Madam,

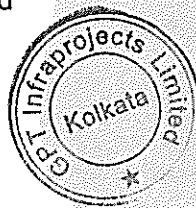
This has reference to your above email, in this connection we would like to clarify as under:

1. Dr. Nitindra Nath Som, an Independent Director of the Company (DIN: 01371413) has resigned from the Directorship of the Company with effect from 23rd May, 2017.
2. Mr. Kashi Prasad Khandelwal (DIN:00748523) was appointed as an Independent Director in place of Dr. Nitindra Nath Som with effect from 23rd May, 2017 for a period upto which Dr. Nitindra Nath Som would have been originally hold the directorship i.e upto the conclusion of 39th Annual General Meeting to be held in the year 2019. The Brief Profile and Resume of Mr. Kashi Prasad Khandelwal which was approved by the Board of Directors of the Company is enclosed as Annexure-A
3. Mr. Anatha Bandhaba Chakrabartty, a member of the Institute of Company Secretaries of India having membership no. FCS 7184 has been appointed as Company Secretary and Compliance officer of the Company with effect from 1st June, 2017 in place of Mr. Indranil Mitra, erstwhile Company Secretary, who has resigned with effect from 5th April, 2017 which has already been informed to you vide our letter dated 5th April, 2017. The Brief Profile and Resume of Mr. Anatha Bandhaba Chakrabartty alongwith the Draft Letter of Appointment approved by the Board of Directors of the Company is enclosed as Annexure-B.

Trust you will find the above in order

Thanking you,
Yours sincerely,
For GPT Infraprojects Limited


Atul Tanti
Executive Director
DIN: 00001238



ANNEXURE – "A"

RESUME	
Gender	MALE
Candidate Name	KASHI PRASAD KHANDELWAL
Father's Name	LATE PRABHUDAYAL KHANDELWAL
Spouse's Name	RUKMANI KHANDELWAL
Date of Birth	4 th March, 1951
Office: Address 1	P-2, New C. I. T. Road, Kolkata
Address 2	1 st Floor
City-Zip / Postal code	Kolkata-700 073
Telephone number	+ 91 33 2236-1734
Residence: Address 1	Parijaat, 9 th Floor, Flat No. 91
Address 2	24A, Shakespeare Sarani
City- Zip / Postal code	Kolkata-700 017
Mobile No.	+91 98300-30216
State	West Bengal
Country of residence	India
Nationality	Indian
E-mail id	ca.kpkhandelwal@gmail.com
Professional designation	Member of The Institute Of Chartered Accountants of India
Membership No.	050244
Present occupation	Practicing Chartered Accountant
Special Assignment	Appointed Financial Audit Consultant by World Bank, Washington, USA in August 2010 for the Emergency Monrovia Urban Sanitation (EMUS) Project, funded for Monrovia City Corporation, Govt. Of Liberia and has been visiting .
Director	i. Kesoram Industries Ltd. – A B.K. Birla Group of Companies ii. Balasore Alloys Ltd. – A Mittal Group of Companies iii. Ashika Credit Capital Ltd – A Pawan Jain Group of Companies

Background / Education	• Bachelor of Commerce (Honours), University of Calcutta-1972 • Bachelor of Law, University of Calcutta-1978 • Associate Chartered Accountant, The Institute of Chartered Accountants of India (ICAI)-1977 • Fellow Chartered Accountant, The Institute of Chartered Accountants of India (ICAI)– 1982 • Diploma in Information System Audit The Institute of Chartered Accountants of India (ICAI) – 2003 • Computerized Accounting And Auditing Techniques (CAAT), The Institute of Chartered Accountant of India (ICAI) – 2004
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2. Appointments/activities relating to the accountancy profession, standard setting, government etc.	• A member of The Institute of Chartered Accountants of India with 40 years of standing • Member of the Central Council of The Institute of Chartered Accountants of India during 1998-2001, 2004-2007 and 2007-2010. Chairman, Vice Chairman and member of various standing and non-standing Committees of ICAI during these periods. Also a member of Quality Review Board • Member of the EIRC of the ICAI during 1985-88 and 1988-92. Honorary Secretary, Vice Chairman and Chairman for the year: 1986-87, 1987-88 and 1988-89 respectively; • Member of SAFA Center of Excellence on Ethics and Independence of Auditors, SAFA Working Group on Best Corporate Governance Practices in South Asian Countries and Committee on Accounting and Auditing Standards of South Asian Federation of Accountants (SAFA) (2009) • President of the Association of Corporate Advisors and Executives (1994-95); • President of the Institute of Internal Auditors, Calcutta Chapter (1995-96); • President of Direct Taxes Professionals Association (2014-15) • President of Avantika (2015-2016) • Hony. Secretary of the Institute of Internal Auditors – India (an affiliated body with its Head Quarter at Florida, U.S.A.). • Central Statutory Auditors & Statutory Auditors of Public Sector Banks, Insurance Companies and Public Sector
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	Undertaking like: UCO Bank, LIC of India., Indian Oil Corporation Ltd. etc. • Internal Auditors of Reliance General Insurance Company Limited, Bajaj Allianz Limited, ICICI Limited and DLF Limited etc. • Independent Director on the Board of Several Companies listed in the Stock Exchanges. • A prolific speaker on prime subjects such as Union Budget, Service Tax, Accounting, Auditing, Corporate Laws, Corporate Governance, Professional Ethics, Information Technology and Income Tax matters. • A faculty for training programmes organized by the Ministry of Textiles and Ministry of Company Affairs, Government of India.
Recognition In Various Social Activities	• Awarded SAMAJ BHUSHAN by Khandelwal Vaisya Mahasabha in the year 1999. • Awarded Certificate of appreciation by Lions Clubs International for serving as District Cabinet Secretary of Lions Clubs International, Dist. 322B

ANNEXURE-"B"

ANATHA BANDHABA CHAKRABARTY

P-145, Kalindi Housing Estate, Kolkata - 700 089

Cell:- 9831052571 Email- abchakrabartty@yahoo.com

COMPANY SECRETARY CV

PERSONAL SUMMARY

Ability to ensure that a Company complies and operates in accordance with relevant statutory and legal provisions. Experience of attending Board Meetings and company Shareholders' Meetings and acting as a point of communication between them.

Well presentable and highly personable, with a deep knowledge of corporate regulatory and company rules.

Excellent organizational skills, highly efficient and methodical with good eye for detail.

Keen to find a challenging secretarial position with a successful and ambitious company that offers opportunities for career growth, development and advancement.

KEY ACHIVEMENTS

- ◆ Played instrumental role in Initial Public Offer (IPO) under Book Built Route of Kaushalya Infrastructure Dev. Corporation Ltd in the year 2008 and designated as the Company Secretary & Compliance Officer for the Issue.
- ◆ Handled matters relating to Bonus Issue, Preferential Issues, Open Offer, Postal Ballot, Listing and Delisting of Shares and necessary formalities in connection therewith.
- ◆ Handled Merger, Demerger of Companies.

CURRENT ENGAGEMENT

Kkalpana Industries (India) Limited

Company Secretary & Compliance Officer- May 2009 - Till date.

Kkalpana Industries (India) Limited is the leading Manufacturer of Plastic Granules.

Turnover Rs.1864 Crores for the year ended 31st March, 2016.

Listed with BSE & CSE.

Looking after and responsible for entire Company secretarial functions of the Company and its Group.

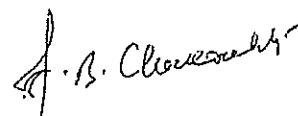
WORK EXPERIENCE

Conducting Board / Committee Meetings, Extra-ordinary General Meetings, Annual General Meetings in accordance with applicable Secretarial Standards issued by ICSI and relevant provisions of the Companies Act, 2013.

Issuance of notices, drafting of agendas, recording of minutes and preparing annual reports.

Looking after the Corporate Governance functions of the Company as well as its Group.

Preparing and filing necessary documents, forms and returns as required under the Companies Act, 2013 and other Statutory Acts including XBRL filing.



Kkalapna Industries (India) Limited, Kolkata
May, 09 – Till date
Company Secretary & Compliance Officer

Kaushalya Infrastructure Dev. Corp. Ltd., Kolkata
Feb, 06 – April, 09
Company Secretary & Compliance Officer

Shree Hanuman Sugar & Inds. Ltd., Kolkata
March, 05 – Jan, 06
Company Secretary

REFERENCES

Available on request.

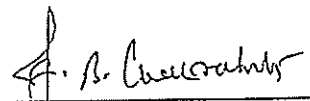
WORK CULTURE

Possess work ethic that is second-to-none and operate with the highest degree of integrity and honesty. Treating others with deep sense of mutual respect. Obsessed with quality service and focused on innovation, integrity, service, reliability and teamwork.

The above information's are best of my knowledge & belief.

Date : 10.04.2017

Place : Kolkata



Signature

(Anatha Bandhaba Chakrabarty)

DRAFT

Date:

To
Mr. Anatha Bandhaba Chakrabartty,
P-145, Kalindi Housing Estate,
Kolkata (WB)-700089

Dear Mr. Chakrabartty,

Sub: Appointment Letter

With reference to your application and the subsequent interview you had with us, we are pleased to offer you a position as an Company Secretary with effect from The employment is subject to the policies of the company as may be promulgated from time to time. The major terms & conditions of your employment are as under :-

1. SALARY

Your monthly salary shall be Rupees 85,000/- (Basic Rs. 55,250/-, HRA Rs. 21,250/-, TA Rs. 8,500/-) along with other perks as per the Company rules and subject to statutory deductions.

Your probation will be for 6 months from the date of joining and this period may be subsequently reduced or extended or otherwise modified, subject to your satisfactory performance.

2. LOCATION OF WORK

Your initial posting will be at Head office, however you may be transferred to any other place of business, or from one division to another or from one discipline to another. Your employment with similar terms at the decisions of management ought to be subject to transfer to its associates, its subsidiary or to sister concerns whether existing or incorporated/ acquired later.

3. SERVICE TERMINATION

- a) The company shall have the right to terminate the service forthwith without any notice in the event of:
- Breach of any of the conditions of this agreement
 - Any misconduct on your part
 - Failure to carry out any of your duties assigned to you.
 - Lack of efficiency, sincerity, responsibility etc.
- b) The employment can be terminated by one month advance notice from either side. If the employment is terminated without one months notice, notice pay shall be recoverable equivalent to one month gross salary.

4. OTHER TERMS AND CONDITIONS

You will be responsible for the safe keeping and use of records / documents /books/ equipments/ instruments/ other assets etc which may be in your use, custody, care or charge. In case you fail to return such property to our satisfaction then your dues etc shall be held up till the safe return of such property and also necessary action can be taken against you as per the circumstances.

Contd...2

DRAFT

-: 2 :-

You will carry out all duties faithfully & diligently and accept such responsibilities as may be assigned from time to time by the company and at all times to promote and advance the interest of the company.

Whilst employed with the company you will not undertake any other employment, part time jobs, and consultancy or engage in any external assignment.

You will not divulge at any time during the continuance of your employment or thereafter any of the affairs or trade or other secrets of the company or of its business connections with any other company, firm, person or persons nor use or attempt to use any information which you may acquire in the course of your service.

You may be retired on reaching the age of 65 years the retirement age can be altered if required.

5. GENERAL

In case of any disputes or differences arising out of or in connection with this agreement, the cause of action would be deemed to have arisen within the jurisdiction of territory of Kolkata only.

We would like to take this opportunity to welcome you to the Company and trust that you will find satisfaction and inspiration in working with us and together we contribute towards GPT Group's Corporate Vision & Mission.

Please confirm your acceptance of our offer of employment on the above terms and conditions by signing and returning to us the duplicate copy of this letter.

We wish you a very successful career with us.

Yours faithfully,

For GPT Infraprojects Ltd.

D. P. Tantia
Chairman

Acknowledgement

I, the undersigned have read and understood the above terms and conditions and hereby accept the same as stated.

Signature:

Date:

Name: Anatha Bandhaba Chakrabartty