

To  
The Chairman  
36<sup>th</sup> Annual General Meeting  
GPT Infraprojects Limited  
GPT Centre, JC-25, Sector-III, Salt Lake  
Kolkata-700098

Dear Sir,

At the outset, we would like to thank you for appointing us as the Scrutinizer to conduct the poll process in a fair and transparent manner, to scrutinize the poll papers and remote e-voting by the Board of Directors of the Company, at the 36<sup>th</sup> Annual General Meeting (AGM) of your company held on Friday, 19<sup>th</sup> August, 2016 at 3.00 P.M.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self explanatory in all respect.

Thanking you,

For **J. Patnaik & Associates**  
Companies Secretaries



J. Patnaik

Date: 20<sup>th</sup> August, 2016

Place: Kolkata

**SCRUTINIZER'S REPORT**

<b>NAME OF THE COMPANY</b>	GPT Infracore Limited
<b>MEETING</b>	Annual General Meeting
<b>DATE &amp; TIME</b>	Friday, 19 <sup>th</sup> August, 2016 at 3.00 P.M.
<b>VENUE</b>	CII- Suresh, Neotia Centre of Excellence for Leadership at DC-36, Sector-I, Salt Lake City (behind City Centre)

**1. Appointment as Scrutinizer:**

We are appointed as the Scrutinizer for the remote e-voting as well as the poll conducted at the Annual General Meeting (AGM) held on Friday 19<sup>th</sup> August, 2016 at 3.00 P.M

**2. Dispatch of Notice convening the Meeting:**

The Company has informed that, on the basis of the Register of Shareholders and the list of Beneficiary Owners made available by the depository Central Depository Services Limited (CDSL), the completed dispatch of the Notice of the AGM is as under:-

- On 25.07.2016 by e-mail to 659 Shareholders who had registered their e- mail-ids with the Company/ Depository.
- On 27.07.2016 by Speed Post and Registered Post to 394 Shareholders.

**3. Cut-off date**

The Voting rights were reckoned as on August 12, 2016, being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and at the Meeting.

**4. Remote e - voting:****4.1 Agency :**

The Company had appointed Central Depository Services Limited (CDSL) as the agency for providing the remote e-voting platform.



#### **4.2 Remote e-voting:**

Remote e-voting platform was open from 10:00 A.M. on Tuesday, August 16, 2016 to 5:00 P.M. on Thursday, August 18, 2016 and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-voting platform provided by Central Depository Services Limited (CDSL).

#### **5. Voting at the AGM:**

- 5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, Central Depository Services Limited (CDSL), the remote e-voting Agency provided us with the names, DP Id/ Client Id, folios and Shareholding of the Shareholders who had cast their through remote e-voting.
- 5.3 The Company has also provided voting by poll to the Shareholders who attended the meeting.

#### **6. Counting Process**

- 6.1 On completion of voting at the meeting, M/s. Link Intime India Pvt. Ltd. the Registrar and Transfer Agent of the Company (RTA) provided us with the list of Shareholders who had cast their votes, their holding details and details of vote cast on the resolution.
- 6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-voting results on the remote e-voting platform in the presence of Ms. Khushboo Singh and Ms. Poulami Saha and downloaded the remote e-voting results.



## 7. Results

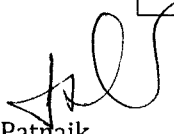
7.1 We observed that

- (a) 25 Shareholders had cast their votes through remote e-voting.
- (b) 188 Shareholders attended the AGM in person and/ or by proxy.
- (c) Out of 188 shareholders, 85 shareholders casted their vote at the meeting.
- (d) Out of 85 ballot papers, 3 ballot papers were rejected.
- (e) 103 shareholders in the AGM did not vote.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 36<sup>th</sup> AGM dated 19<sup>th</sup> August, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that Ordinary Resolutions as contained in Item Nos. 1, 2, 3 and 4 and Special Resolutions as contained in Item No. 5, 6, 7 and 8 of the Notice of the 36<sup>th</sup> AGM dated 19<sup>th</sup> August, 2016 have been in following manner:

Resolution No.	Type of Resolution	Result
1.	Ordinary	Resolution passed unanimously.
2.	Ordinary	Resolution passed unanimously.
3.	Ordinary	Resolution passed unanimously.
4.	Ordinary	Resolution passed unanimously.
5.	Special	Resolution passed unanimously.
6.	Special	Resolution passed unanimously.
7.	Special	Resolution passed unanimously.
8.	Special	Resolution passed unanimously.

  
J. Patnaik  
FCS: 5045

Date: 20<sup>th</sup> August, 2016  
Place: Kolkata

### Consolidated Results

**Item No. 1:** To receive, consider and adopt the Audited Financial Statements as at and for the year ended 31<sup>st</sup> March, 2016 together with reports of Board of Directors' and Auditor's thereon.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.1 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.



J. Patnaik

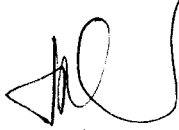
Date: 20<sup>th</sup> August, 2016  
Place: Kolkata

### Consolidated Results

**Item No.2:** To appoint a Director in place of Mr. Shree Gopal Tantia (DIN 00001346), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.2 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.



J. Patnaik

Date: 20<sup>th</sup> August, 2016  
Place: Kolkata

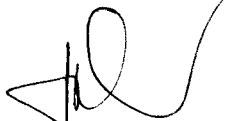
### Consolidated Results

**Item No.3:** To ratify the re- appointment of Statutory Auditors of the Company and to fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s):

**"RESOLVED THAT** continuation of S. R. Batliboi & Co. LLP, Chartered Accountants, Kolkata, having Firm Registration No. 301003E / E300005 as Statutory Auditors of the Company, who were appointed as Statutory Auditors of the Company for a period of 5 years from the conclusion of 34<sup>th</sup> Annual General Meeting held on 29th August, 2014 till the conclusion of the next 5<sup>th</sup> Annual General Meeting subject to ratification of appointment by the members at every subsequent Annual General Meetings, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.3 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.



J. Patnaik

Date: 20<sup>th</sup> August, 2016  
Place: Kolkata

### Consolidated Results

**Item No.4:** To approve the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March 2017:

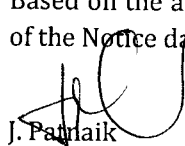
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. S. K. Sahu & Associates, Cost Accountants who were appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March 2017, be paid the remuneration of Rs. 50,000/- plus applicable taxes and out of pocket expenses, if any per year.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	<b>25</b>	<b>10575182</b>	<b>185</b>	<b>175</b>	<b>210</b>	<b>10575357</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.4 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.

  
J. Patraik

Date: 20<sup>th</sup> August, 2016

Place: Kolkata



## Consolidated Results

**Item No.5:** Alteration of Articles of Association 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 14 and all other applicable provisions of the Companies Act, 2013, if any, read with rules made there under and Schedule I of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby accorded to amend the Articles of Association by insertion of Article No. 111A & 22A, after Article No. 111 and 22, respectively which are as follows:

111A That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

22A That option or right to call of shares shall not be given to any person except with the sanction of issuer in general meetings."

**"RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary, proper or expedient to give effect to this resolution."

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item No.5 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.

J. Patnaik

Date: 20<sup>th</sup> August, 2016

Place: Kolkata

## Consolidated Results

### **Item No.6:** Re-Appointment of Mr. Shree Gopal Tantia as Managing Director:

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Shree Gopal Tantia (DIN 00001346), Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> August, 2015 at a monthly remuneration of Rs. 500,000/- subject to maximum of Rs. 1,000,000/- per month plus Bonus, allowances and perquisites as per Company's rules and such other terms and conditions as given below:

1. Salary per month: Rs. 500,000/- with effect from 1<sup>st</sup> August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of Rs. 1,000,000/- per month.

2. Perquisites:

- a. Medical reimbursement & Medi-claim 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. 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 use purposes.

3. Other terms & Conditions:

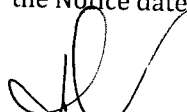
- a. Period of appointment: From 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Shree Gopal Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors."

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



Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item No.6 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.



J. Patnaik

Date: 20 August, 2016  
Place: Kolkata

## Consolidated Results

### **Item No.7: Re-Appointment of Mr. Atul Tantia as Whole-Time Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Atul Tantia (DIN 00001238), Whole-time Director designated as Executive Director of the Company for a further period of three years, with effect from 1<sup>st</sup> August, 2015 at a monthly remuneration of Rs. 200,000/- subject to maximum of Rs. 400,000/- per month plus HRA being 50% of the salary and Bonus, allowances and perquisites as per Company's rules and with such other terms and conditions as given below:

1. Salary per month: Rs. 200,000/- with effect from 1<sup>st</sup> August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of Rs. 400,000/- per month.

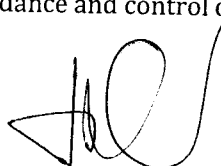
2. House Rent allowance being 50% of the salary.

3. Perquisites:

- a. Medical reimbursement & Medi-claim 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. 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 use purposes.

4. Other terms & Conditions:


- a. Period of appointment: From 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Atul Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors.”



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

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	103	NIL	NIL	NIL	NIL
<b>Total</b>	25	10575182	185	175	210	10575357	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item No.7 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.

  
J. Patnaik

Date: 20<sup>th</sup> August, 2016  
Place: Kolkata

## Consolidated Results

### **Item No.8:** Re-Appointment of Mr. Vaibhav Tantia as Whole-Time Director:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendation of Board of Directors of the Company, the consent of Company be and is hereby accorded to the re-appointment of Mr. Vaibhav Tantia (DIN 00001345), Whole-time Director designated as Director & Chief Operating Officer (COO) of the Company for a further period of three years, with effect from 1<sup>st</sup> August, 2015 at a monthly remuneration of Rs. 200,000/- subject to maximum of Rs. 400,000/- per month plus HRA being 50% of the salary and Bonus, allowances and perquisites as per Company's rules and with such other terms and conditions as given below:

1. Salary per month: Rs. 200,000/- with effect from 1<sup>st</sup> August, 2015 with such increment as the Board may approve on the recommendation of Nomination And Remuneration Committee from time to time subject to maximum of Rs. 400,000/- per month.

2. House Rent allowance being 50% of the salary.

3. Perquisites:

- a. Medical reimbursement & Medi-claim 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. 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 use purposes.

4. Other terms & Conditions:

- a. Period of appointment: From 1<sup>st</sup> August, 2015 to 31<sup>st</sup> July, 2018.
- b. The terms of appointment may be terminated by either party by giving three months' notice in writing.
- c. Mr. Vaibhav Tantia shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of Board of Directors."

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

Particulars	Remote e-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	25	10575182	82	175	107	10575357	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	1	1	1	1	NIL
<b>Total</b>	25	10575182	14	60967	140	34677442	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item No.8 of the Notice dated 25<sup>th</sup> May, 2016, has been passed unanimously.

J. Pattnaik

Date: 20<sup>th</sup> August, 2016

Place: Kolkata