



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Regd. Office: GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700098; West Bengal (India)

Tel: +91-33-4050-7328; Fax: +91-33-4050-7999

Email: gil.cosec@gptgroup.co.in

Visit us: www.gptinfra.in

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 [“the Act”], and all other applicable provisions, if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 [as amended up to date] and Regulation 44 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015, that the following Ordinary Resolution is proposed to be passed by the members through Postal Ballot and also e-Voting. The Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and reasons for such special business are also appended hereunder for your consideration.

The Company is seeking your consent for the said proposal by way of Ordinary Resolution in compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, of the Act or any other statutory enactments.

The Board has appointed Mr. Jitendra Patnaik (Membership No. FCS 5045) of M/s J. Patnaik & Associates, Company Secretary (Certificate of Practice No. 3102) as Scrutinizer for conducting the voting by way of Postal Ballot and Electronic Voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and send the said Postal Ballot Form (no other Form or photo copy is permitted), duly completed and signed, by marking your assent (For) or dissent (Against), in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer not later than 5.00 p.m. on Friday, the 12th January, 2018, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the members.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company is pleased to provide electronic voting (“e-voting /

Remote e-Voting) facility as alternative, to its members to enable them to cast their votes electronically, instead of casting the vote using physical Postal Ballot.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to members of the Company. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility of e-voting are given separately.

After completion of scrutiny of the Forms and Electronic Voting, the Scrutinizer will submit his Report to the Chairman of the Company. The results of the voting conducted through postal ballot will be announced by the Chairman/Company Secretary at the Registered Office of the Company at GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata -700 098 on Monday 15th January, 2018 at 4.00 p.m. Members who wish to present at the time of declaration of result may present at the venue. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company (www.gptinfra.in) and communicated to the stock exchanges. The resolution, if approved, will be taken as having been passed effectively on the date of declaration of the results.

SPECIAL BUSINESS:

ITEM NO.1: Appointment of Joint Statutory Auditors

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

“RESOLVED THAT pursuant to Sections 139 and 142 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, M/s. S. N. Khetan & Associates, Chartered Accountants, Kolkata having firm registration no. 325653E, being eligible to be appointed as such under Section 141 of the Companies Act, 2013, be and are appointed as Joint Statutory Auditors with immediate effect

for conducting the statutory audit for the financial year 2017-18 jointly with the existing auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants having firm registration no 301003E/E300005, to hold office till the conclusion of forthcoming 38th Annual General Meeting at such remuneration as may be fixed by the Board of Directors / Committee thereof as the case may be in consultation with the Auditors."

"RESOLVED FURTEHR THAT M/s. S. N. Khetan & Associates, Chartered Accountants, Kolkata shall subject to the approval of the Shareholders in forthcoming 38th Annual General Meeting be re-appointed as joint Statutory Auditors for such period and remuneration as may be decided by the shareholders in said 38th Annual General Meeting."

Date: 4th December, 2017

By Order of the Board of Directors

Place: Kolkata

A.B.Chakrabartty
Company Secretary

Registered office:

GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700098; West Bengal, India

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts is annexed herein below.
2. The Notice is being sent by prescribed mode to all the members of the Company whose name appears on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **6th December, 2017** (hereinafter called as "**Cut-off Date**"). Each Member's voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company as on Cut-off Date, which will only be considered for voting.
3. Kindly note that the members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. However, in case members cast their vote by both physical Postal Ballot and e-voting, then e-voting shall prevail and voting done through physical Postal Ballot shall be treated as invalid.
4. Members are requested to read the instructions printed on the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage pre-paid envelope so as to reach the Scrutinizer on or before 5.00 PM on Friday, 12th January, 2018, at the following address:

The Scrutinizer
Link Intime India Pvt. Limited,
(Unit: GPT Infracore Ltd-Postal Ballot)
59C, Chowringhee Road, 3rd Floor, Kolkata- 700 020
5. The Postal Ballot Notice & the Postal Ballot Form is being sent by e-mail to those Members who have registered their e-mail address with the Company or with the Depository Participant. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post / courier. Shareholders who have received Notice of postal ballot through e-mail but wish to vote through Ballot Form can download the same from the website of the Company www.gptinfra.in and send the same to the scrutinizer at the address mentioned above.
6. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of

Notice and Postal Ballot Papers to the members will be published in at least one (1) English and one (1) Vernacular language newspaper circulating in West Bengal.

7. The Board of Directors has appointed Mr. Atul Tantia, Executive Director and Mr. A B Chakrabartty, Company Secretary of the Company as persons responsible for the entire Postal Ballot Process.
8. Documents, if any, are open for inspection at the registered office of the Company between 10.00 a.m and 01.00 p.m on all working days(except Saturdays, Sundays and Public Holidays) up to Friday, January, 12th 2018.

In case of any queries, any members who have grievances connected with e-voting for postal ballot can contact:

Mr. A. B. Chakrabartty,
Company Secretary
GPT Centre, JC-25, Sector-III,
Salt Lake, Kolkata-700098
Email: gil.cosec@gptgroup.co.in

Or

Link Intime India Pvt. Limited,
Unit: GPT Infracore Limited,
"59C, Chowringhee Road, 3rd Floor,
Kolkata-700020
Email: kolkata@linkintime.co.in

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 (including any statutory modifications or re-enactments thereof, for the time being in force) as amended vide Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members facility of voting by electronic means in respect of business to be transacted by postal ballot which include e-voting and voting through postal ballot form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating voting by electronic means.

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

- (i) The voting period begins on **Wednesday 13th December, 2017 (10.00 a.m.)** and **ends on Friday, 12th January, 2018 (5.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of **6th December, 2017** 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 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 their name and the 8 digits of the sequence number in the PAN field. *In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter 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 16 digit 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 "RESOLUTION 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based

mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non -Individual Shareholders and custodians:

- Non -Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 linked in the login 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.

(xxi) 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.

ANNEXURE TO NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013:

ITEM NO.1: APPOINTMENT OF JOINT STATUTORY AUDITORS

At the 34th Annual General Meeting of the Company held on 29th August, 2014, the Company had appointed M/s. S. R. Batliboi & Co. LLP, Chartered Accountants having firm registration no 301003E/

E300005 as the Statutory Auditors of the Company for a period of 5 years i.e. up to the conclusion of 39th Annual General Meeting subject to ratification at every Annual General Meeting. Their term will expire on the conclusion of the 39th Annual General Meeting to be held in the year 2019.

However, the company's business is growing gradually in recent years and the Company has also diversified geographically. In order to meet increasing requirement of regulations and to complete audit and consolidation of accounts process in more efficient & timely manner and as recommended by the Audit Committee, the Board of Directors proposes the appointment of M/s. S. N. Khetan & Associates, Chartered Accountants, Kolkata having firm registration no. 325653E as Joint Statutory Auditors to hold office with immediate effect for conducting the statutory audit for the financial year 2017-18 jointly with the existing auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants having firm registration no 301003E/E300005 till the conclusion of forthcoming 38th Annual General Meeting. M/s. S. N. Khetan & Associates, Chartered Accountants shall subject to the approval of the Shareholders in forthcoming 38th Annual General Meeting be re-appointed as joint Statutory Auditors for such period and remuneration as may be decided by the shareholder in said 38th Annual General Meeting.

The Board recommends the Ordinary Resolution as set out in the Notice being Item No 1, for your consideration and approval by way of Postal Ballot Voting.

None of the Directors and Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financially or otherwise in the aforesaid special resolution except to the extent of their respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Date: 4th December, 2017

Place: Kolkata

By Order of the Board of Directors

A. B.Chakrabartty
Company Secretary

Registered office:

GPT Centre, JC-25, Sector - III, Salt Lake,
Kolkata -700098; West Bengal, India