



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

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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] and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the following Special Resolution is proposed to be passed by the members through Postal Ballot and also Remote Electronic 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 below proposal by way of Special 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 8th June, 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 remote 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 remote 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 remote 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 Saturday 9th June, 2018 at 3.00 p.m. Members who wish to be present at the time of declaration of result may be 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: Raising of funds by way of issuance of equity shares of the Company by any of the permitted modes including preferential issue / qualified institutions placement / combination thereof in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and the Companies Act, 2013 and the rules made thereunder.

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

“RESOLVED THAT in supersession to the shareholders' resolution dated 4th July, 2017 and pursuant to the provisions of the Companies Act, 2013 including Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) and the Rules made there under to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act) and in accordance with the provisions of the Memorandum of Association and Articles of Association of **GPT Infracore Limited (the “Company”)** and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, **2009 (“SEBI ICDR Regulations”)** (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999 (**“FEMA”**), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time (**“Governmental Authorities”**), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), consent, authority and approval of the Company be and is hereby accorded to the Board, on behalf of the Company, to offer, issue and allot, such number of equity shares of the Company with a face value of Rs. 10 (Rupees Ten) each (**“Equity Shares”**) , in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of private placement, Qualified Institutions Placement (**“Qualified Institutions Placement”** or **“QIP”**) on preferential allotment basis, through issue of placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers (**“QIBs”**) in accordance with Chapter VIII of the SEBI ICDR Regulations, as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the book running lead managers, advisors or other intermediaries, for an aggregate amount not exceeding **INR 100 Crores (Rupees One Hundred Crores only)** inclusive of such premium as may be fixed on the Equity Shares, at such price or prices, at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of SEBI ICDR Regulations) or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion

of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the “**Issue**”).

RESOLVED FURTHER THAT the allotment of the Equity shares shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5 % or such percentage as permitted under applicable law on price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with Chapter VIII of the SEBI ICDR Regulations, the “**relevant date**” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed Issue.

RESOLVED FURTHER THAT the Board/ Committee of the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized to engage, appoint lead manager(s), underwriter(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, arrangement(s), placement agreement(s) / payment and any other agreements or documents, etc., with such agencies and also to seek the listing of such Equity Shares on the Stock Exchange(s), , authorising any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board/ Committee of the Board, where required in consultation with the book running lead manager and/or other advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final placement document(s), including the selection of qualified institutional buyers and/or to such Investors to whom the Equity Shares are to be offered, issued and allotted, number of Equity Shares to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue rate of interest, listing on the Stock Exchanges and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Equity Shares and any agreement or document (including without limitation, any amendment or modification), the execution of various transaction documents and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Equity Shares, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board/ Committee of the Board and other designated officers of the Company be and are hereby severally authorised to make all filings including as regards the requisite listing application/ placement document, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents

with the Stock Exchanges, RBI, SEBI, the Registrar of Companies and such other authorities for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of the board of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors

Date: 4th May, 2018

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 **4th May, 2018** (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 p.m. on Friday, 8th June, 2018, at the following address:

Mr. Jitendra Patnaik, FCS, Scrutinizer
(Unit: GPT Infraprojects Ltd - Postal Ballot)
59C, Chowringhee Road, 3rd Floor
Kolkata – 700020
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. In case a member is desirous of obtaining a printed Postal Ballot Form, he/she may send an e-mail or a letter to to the Company or RTA.

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, June, 8th 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 Infraprojects 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 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, 9th May, 2018 (10.00 a.m.)** and ends on **Friday, 8th June, 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 4th May, 2018** 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records 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 “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 Custodian are required to log on to www.evotingindia.com 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 a Compliance User should be created 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.

ANNEXURE TO NOTICE

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

The following explanatory statement relating to the accompanying notice set out all material facts:

Item No.: 1

Taking into account the progressive process of economic and market revival both in domestic and international markets and also to encash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources by way of raising equity for the purpose of:-

- Working Capital Requirements;
- Investments by way of equity and / or loan in the Company’s existing and new subsidiaries;
- Procurement of new machinery (ies) required for executing the ongoing/ new contracts;
- Repaying the existing loan and debt of the Company;
- Such other general corporate requirements as may be required; and
- Any other uses as may be permitted under applicable law

All the above plans would need requisite funds and hence, your Company would like your approval to issue Equity Shares for aggregate amount not more than Rs. 100 crores (Rupees One Hundred Crores only) at such time as the Board of Directors of the Company may determine.

The proposed resolution seeks the enabling authorization of the members to the Board of Directors to raise funds by issuance of Equity Shares of the Company, to be listed on a recognized Stock Exchange in India by way of private placement, Qualified Institutions Placement or QIP.

This special resolution also seek to empower the Board of Directors and/or the Committee thereof to undertake such QIP with qualified institutional buyers as per the SEBI ICDR Regulations and section 42 of the Companies Act, 2013 and rules thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, amended from time to time. The Board of Directors and/or the Committee thereof may adopt this mechanism, as prescribed under chapter VIII of the SEBI ICDR Regulations in order to facilitate the abovementioned proposed plan without the need for fresh approval from the shareholders.

The special Resolution also enables the Board of Directors and/or the Committee thereof to issue Equity Shares, at such prices and to such person(s) including institutions, incorporated bodies or otherwise as the Board of Directors and/

or the Committee thereof deems fit. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The details terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers or consultant or advisor and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

The special resolution seek the consent and authorization of the members to the Board of Directors / Committee to make the proposed Issue of Equity Shares, in consultation with the lead managers, advisors, other intermediaries and in the events it is decided to issue Equity Shares, as may be required to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, are concerned or interested in the above resolution except to the extent of their shareholding in the company.

Your Board recommends the acceptance of the resolutions as set out in Item No. 1 of the Notice of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company, are concerned or interested in the above resolution.

By Order of the Board of Directors

Date: 4th May, 2018

Place: Kolkata

A.B.Chakrabartty
Company Secretary

Registered office:

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