



GPT INFRAPROJECTS LIMITED

(CIN: L20103WB1980PLC032872)

Registered Office: GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700098, West Bengal, India

Tel: +91-33-4050-7000, Fax: +91-33-4050-7999

E-mail: 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 Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), to transact the following special business to be passed by Postal Ballot by the members of GPT Infraprojects Limited ("**GIL**" or the "**Company**")

- a) To raise Funds by way of issue of Equity Shares and/or Other Securities up to ₹ 100 Crore;
- b) To issue Bonus Shares;
- c) To create security on whole or substantially the whole of the assets of the Company and the whole or substantially the whole of the undertaking or undertakings of the Company for securing any loans; and
- d) To make investments and loans under Section 186 of the Companies Act, 2013;

The Company is seeking your consent for the aforesaid proposals by way of various Resolution(s) 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. Accordingly, the draft resolution(s) together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 are appended below and Postal Ballot Form ("**Form**") are also enclosed to enable the members for sending their assent or dissent in writing by Postal Ballot means.

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 on the enclosed Form, record your assent (FOR) or dissent (AGAINST) therein and return the same in original, duly completed and signed, in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 30th June, 2017. Forms received after this date and time will be treated as invalid.

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 has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the Form. The instructions for e-voting are appended to this Postal Ballot Notice.

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 4th July, 2017. 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 ISSUE OF EQUITY SHARES AND/OR OTHER SECURITIES UPTO ₹ 100 CRORES

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the shareholders' resolution dated 12th September, 2016, pursuant to provisions of Section 42, 62 and 71 read with all other applicable provisions and rules, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "**Act**") and in accordance with the provisions of the Memorandum and Articles of Association, as amended, of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), Uniform Listing Agreement entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and in accordance with the regulations/guidelines issued by the Government of India ("**GOI**"), the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts

(Regulation) Rules, 1957 ("**SCRR**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and/ or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, SEBI (Issue and Listing of Debt Securities), Regulations, 2008, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date and subject to such approvals, consents, permissions and sanctions of the GOI, the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**") which expressions shall deemed to include any committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of Issue and for such categories of persons, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares of the Company with a face value of ₹ 10 (Rupees Ten Only) each (the "**Equity Shares**"), Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**") Foreign Currency Convertible Bonds ("**FCCBs**") and/ or other financial instruments convertible into Equity Shares (including warrants, or otherwise), secured or unsecured fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/ or any security convertible into Equity Shares and / or issuance on a rights basis to the existing equity shareholders (as on a record date and in a ratio and price that may be determined by the Board of Directors of the Company) ("**Rights Issue**") or a combination thereof, (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, ("**Issue**") through public and/ or private offerings and/ or on preferential allotment basis or any combination thereof or by issue of prospectus and/ or placement document/ or other permissible/requisite offer document to any eligible person(s), including but not limited to Foreign Institutional Investors ("**FII**"), Foreign Portfolio Investors ("**FPI**"), Qualified Institutional Buyers in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI ICDR Regulations**"), or otherwise, foreign/resident investors (whether institutions,

incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/ or multilateral financial institutions, mutual funds, pension funds, and/ or any other categories of investors (collectively called the "**Investors**") whether or not such Investors are Members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 100,00,00,000/- (Rupees One Hundred Crores only) or its equivalent of any other Foreign/Indian currencies inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities 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) for such Issue.

Provided that the Issue Price for the private placement including preferential issue and QIP shall be at or above the Floor Price as calculated in terms of provisions of Chapters VII and VIII respectively of the SEBI ICDR Regulations. The relevant date (Relevant Date) for the purpose of arrival of the Floor Price of preferential issue and QIP shall be in accordance with Chapters VII and VIII of the SEBI ICDR Regulations respectively."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of the SEBI ICDR Regulations, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI ICDR Regulations. The Board may offer a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

"RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, the Depository Receipts Scheme, 2014, as amended and other applicable provisions, as amended from time to time."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve 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 the SEBI ICDR Regulations and the

Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in pursuance of this resolution, the securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

- a) The Securities shall be subject to the provisions of Memorandum and Articles of Association, as amended, of the Company and in accordance with the terms of this resolution;
- b) The Issue shall rank pari passu in all respects with the existing Equity Shares of the Company in all respects including the entitlement of dividend;
- c) The number and/or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring, and
- d) The Equity Shares shall be listed on the stock exchanges, where the existing shares of the Company are listed.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular/ placement document for the proposed Issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular/ placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.”

“RESOLVED FURTHER THAT in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed Issue for Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed Issue of the Securities.”

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the

underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities.

Provided that the issue of all Equity Shares referred to above shall rank pari passu with the existing Equity Shares of the Company in all respects, including the entitlement of dividend.”

“RESOLVED FURTHER THAT the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board or its authorized committee, be authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, placement, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating 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 allotments and utilization of the Issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company.”

ITEM NO.2:

TO ISSUE BONUS SHARES

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, the relevant provisions of the Articles of Association of the Company, and subject to such other approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board and which expression shall be deemed to include Stakeholders Relationship Committee of the Board) for capitalization of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of ₹ 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding in the proportion of 1 (One) equity share of ₹ 10/- for every 1 (One) equity shares of ₹ 10/- each held by the Members."

"RESOLVED FURTHER THAT for the purpose of determining the eligibility of Members who will be entitled to be issued the aforesaid bonus equity shares, the Register of Members and Share Transfer Books as determined under the Authority granted by the Board, will be closed from 15th July, 2017 to 17th July, 2017 (both days inclusive) and the bonus equity shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) records on 14th July, 2017 and to those Members holding shares in physical form on 17th July, 2017 after giving effect to all valid transfers received up to 15th July, 2017 ("Record Date")."

"RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully-paid up equity shares of the Bank as existing on the record date/book closure date."

"RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO), Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the RBI, as may be necessary."

ITEM NO.3:

TO CREATE SECURITY ON WHOLE OR SUBSTANTIALLY THE WHOLE OF THE ASSETS OF THE COMPANY AND THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OR UNDERTAKINGS OF THE COMPANY

FOR SECURING ANY LOANS

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors (the Board which includes its Committee) is authorized to create security/charge/mortgage over the immovable and moveable properties/assets of the Company where-so-ever situate both present and future, and the whole or substantially the whole of the undertaking or undertakings of the company for securing any loan obtained or as may be obtained from any banks, financial institutions and/or others and in favour of financial institutions / banks (lenders) / the trustees for the lenders of the Company/any other lenders to secure the amounts borrowed/to be borrowed together with interest thereon, commitment charges and other monies in such manner as may be agreed by the Board and the financial institutions / banks (lenders) / the trustees for the lenders of the Company/ any other lenders.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized:

- a) to finalize with the lenders / trustees for the lenders of the Company documents for creating aforesaid mortgage and /or charge and for reserving the aforesaid right;
- b) to delegate all or any of the powers herein conferred in such manner as they may deem fit; and
- c) to do all such acts, deeds and things as may be necessary for giving effect to the above resolutions."

ITEM NO.4:

TO MAKE INVESTMENTS AND LOAN(S) UPTO ₹ 75 CRORES:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval/consent of such appropriate authorities, if any, shareholders of the Company do and be hereby authorize the Board of Directors (which includes its Committee) of the Company to make investment and loan(s) to any other body corporate and/or to others and/or give any guarantee(s)/provide any security(ies) in connection with a loan(s) made by others, or to others by, anybody corporate and/or acquire/invest by way of subscription, purchase or otherwise the securities of any body corporate up to an overall limit not exceeding ₹ 75,00,00,000 (Rupees Seventy Five Crores Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given/provided to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized:

- a) to negotiate and finalize the terms and conditions of the said investments, loans, guarantees on behalf of the Company as it deem fit in the interest of the Company,
- b) to determine the actual sums to be so invested,
- c) to take all such actions and settle all matters arising out of and incidental thereto,
- d) to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, and
- e) to do all matters arising out of or incidental thereto and

do all such acts and things as may be required from time to time;

in connection with such investments, loans, guarantees and provision of security and generally do all such acts, deeds, things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

By Order of the Board of Directors

Registered office:

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

Atul Tantia

Executive Director

DIN: 00001238

Date: 23rd May, 2017

Place: Kolkata

NOTES:

1. The Explanatory 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 23rd May, 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 30th June, 2017, at the following address:

Mr. Jitendra Patnaik, FCS, Scrutinizer

(Unit: GPT Infraprojects Ltd-Postal Ballot)

M/s J. Patnaik & Associates

7A, Bentick Street, 4th Floor, Room No. 403
Kolkata – 700001

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.

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

Mr. A. K. Dokania,

Chief Financial Officer

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.
- II. The process and instruction for e-voting are as under:
 - (i) The voting period begins on 1st June, 2017 (10.00 am) and ends on 30th June, 2017 (5.00 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 23rd May, 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,
- (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). <i>*Members who have not updated their PAN with the Company / Depository Participant are requested to use the Default Sequence Number.</i>
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) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 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 to 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.

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

ITEM NO.1:

RAISING OF FUNDS BY WAY OF ISSUE OF EQUITY SHARES AND/OR OTHER SECURITIES UPTO ₹100 CRORES

The shareholder vide their resolution dated 12th September, 2016 has approved and/or authorized the Board of Directors to raise fund through various means of issue of securities not exceeding ₹ 75,00,00,000 (Rupees Seventy Crores only) within a period of twelve months from the date of their resolution. However, no fund has been raised till date. Now the Board of Directors have deemed it necessary for the growth of the Company to extend this resolution for another year and also enhance the same to an amount not exceeding ₹ 100,00,00,000 [Rupees One Hundred Crores only] through various means of issue of securities like Foreign Currency Convertible Bonds (FCCBs) and/or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) and /or Qualified Institutions Placement (QIP), Rights Issue, through public and/or private offerings and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document/or other permissible/ requisite offer document to any eligible person(s).

Subject to compliance with applicable laws and regulations, the Board intends to use the Net Proceeds of the Issue towards (i) working capital requirements (ii) investments by way of equity and/or loan in the Company’s existing and new subsidiaries,

(iii) normal capital expenditure, (iv) new business initiatives, (v) general corporate purposes, including working capital and (vi) any other uses as may be permissible under applicable law. The proposed resolution is an enabling resolution authorizing the Board to mobilize adequate resources in one or more tranche or tranches, at such suitable time or times, to meet the growing needs of the Company by way of issue of any of the above mentioned securities.

The requirement of funds is proposed to be met both from equity and/or debt issuance of appropriate securities as defined in the resolutions and from both domestic and international markets.

As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI LODR Regulations, Uniform Listing Agreements executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

In view of the above, it is proposed to seek approval from the shareholders of the Company through Postal Ballot. The special resolution also seeks to empower the Board to issue eligible securities including by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the eligible securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations (“QIP Floor Price”). Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The “Relevant Date” for this purpose will be the date when the Board (including Committee thereof) decides to open the QIP for subscription.

The resolutions contained in item no. 1 of the accompanying Notice, accordingly, seek shareholders’ approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the SEBI LODR Regulations

The members may please note that the appended resolution is only an enabling resolution and the detailed terms and conditions for the Issue will be determined in consultation with book running lead managers, lead managers, advisors, underwriters and such other authorities and agencies as may be required to be consulted by the Company in due consideration

of prevailing market conditions and other relevant factors. As the price of the securities shall be determined at a later stage, exact number of securities to be issued shall also be crystallized later. However, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the Issue.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise in the Resolution appearing as Item no. 1 to the extent of their shareholding in the Company.

The Board commends these resolutions as set out in the Notice and appearing as Item No 1, for your approval, as Special Resolution, by way of Postal Ballot.

ITEM NO.2:

TO ISSUE BONUS SHARES

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. In order to increase the liquidity of the shares in the market and enhance trading volume, the Board of Directors of the Company at its meeting held on 23rd May, 2017 considered and approved a bonus issue of 1 (One) equity share for every 1 (One) to existing equity share held as on the Record Date (as indicated in the resolution) , by capitalizing the Share Premium Account, subject to approval of the Members and any other statutory and regulatory approvals as applicable. This addition shares created by way of bonus shares shall be within the present authorized share capital.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise in the Resolution, appearing as Item No 2, to the extent of their shareholding in the Company.

The Board commends resolutions as set out in the Notice and appearing as Item No 2, for your approval, as Ordinary Resolution, by way of Postal Ballot.

ITEM NO.3:

TO CREATE SECURITY ON WHOLE OR SUBSTANTIALLY THE WHOLE OF THE ASSETS OF THE COMPANY AND THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OR UNDERTAKINGS OF THE COMPANY FOR SECURING ANY LOANS

The members of the Company had earlier approved and authorized Board of Directors of your Company for mortgaging and/or charging, all or any of the movable or immovable properties, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan obtained or as may be obtained from any financial institution or person or persons together with interest, charges, expenses and any other money payable by the Company.

The shareholder's approval is again sought by way of special resolution under Section 180 (1) (a) of the Companies Act, 2013. In order to create and/or continue to create security/charge/mortgage over the immoveable and moveable properties/assets of the Company in favour of financial institutions / banks (lenders)/ the trustees for the lenders of the Company/ any other person for securing the amounts borrowed/to be borrowed by the Company or Guarantee given by the Company or by any other Company.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise in the Resolution, appearing as Item No 3, to the extent of their shareholding in the Company.

The Board commends resolutions as set out in the Notice and appearing as Item No 3, for your approval, as Special Resolution, by way of Postal Ballot.

ITEM NO.4:

TO MAKE INVESTMENTS AND LOAN(S) UPTO ₹75 CRORES

The members of the Company had earlier approved and authorized Board of Directors of your Company to make investments and loan(s) to any other body corporate and/or others and/or give any guarantee(s)/provide any security(ies) in connection with a loan(s) made by others to, or to others by, any body corporate and/ or acquire/invest by way of subscription, purchase or otherwise the securities of any body corporate up to an overall limit not exceeding ₹ 1,75,00,00,000 (Rupees One Hundred and Seventy Five Crores Only) which now is proposed to be reviewed for a reduced amount of ₹ 75,00,00,000 (Rupees Seventy Five Crores Only) under the provisions of Section 186 of the Companies Act, 2013.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise in the Resolution, appearing as Item No 4, to the extent of their shareholding in the Company.

The Board commends resolutions as set out in the Notice and appearing as Item No 4, for your approval, as Special Resolution, by way of Postal Ballot.

By Order of the Board of Directors

Registered office:

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

Atul Tantia

Executive Director
DIN: 00001238

Date: 23rd May, 2017

Place: Kolkata