

Date: 04th July, 2017

To,
National Stock Exchange of India Ltd.
Exchange Plaza
Plot No.C/1, 'G'Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400001

Sub: Voting Results of Postal Ballot (including remote e-voting) of GPT Infraprojects Limited.

Dear Sir,

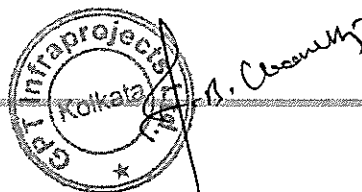
Pursuant to provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014 (as amended up to date) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the disclosures pertaining to the voting results of the Postal Ballot and Remote E-Voting for seeking approval of the members in respect of the businesses as set out in the Postal Ballot Notice dated 23.05.2017. The Last date for receipt of Postal Ballot Forms and E-Voting was fixed at Friday, 30th June, 2017 (17:00 hours).

The Scrutinizer Mr.Jitendra Patnaik (Membership No. FCS 5045) of M/s J. Patnaik & Associates, Company Secretary (Certificate of Practice No. 3102) has submitted his report on Tuesday, 04th July, 2017. Based on the Report, the Chairman of the Company has declared the results of the postal ballot on Tuesday, 04th July, 2017 at the Registered Office of the Company. The resolutions, as specified in the Notice of Postal Ballot dated 23rd May, 2017 read with Explanatory Statement has been approved by the requisite majority of shareholders, effective 04th July, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we reproduce below the voting results (both remote e-voting and physical postal ballot) of the businesses which were transacted by means of Postal Ballot as set out in the notice dated 23rd May, 2017. The summary of the result in the format as specified by the said regulations is given below:

Serial No.	Particulars	Details
1	Date of the AGM/EGM/Declaration of Postal Ballot Result	Tuesday, 04 th July, 2017
2	Total number of shareholders on record date	1261
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable*
4	No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	Not Applicable*

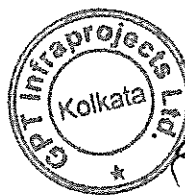
*as no Physical General Meeting was held and the company has through postal ballot sought approval of members



Details of Agenda:

Resolution No. 01: RAISING OF FUNDS BY WAY OF ISSUE OF EQUITY SHARES AND/OR OTHER SECURITIES UPTO Rs 100 CRORES

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	10873780	7896982	72.62	7896982	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7896982	72.62	7896982	0	100	0
Public Institutions	E-Voting	38323	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3630897	1503	0.041	1503	0	100	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		298	0.008	298	0	100	0.00
	Total		1801	0.049	1801	0	100	0.00
TOTAL		14543000	7898783	54.31	7898783	0	100	0.00



A. Chatterjee

Resolution No. 02: ISSUE OF BONUS SHARES

Resolution required (Ordinary/Special)		Ordinary.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Ordinary Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	10873780	7896982	72.62	7896982	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7896982	72.62	7896982	0	100	0
Public Institutions	E-Voting	38323	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3630897	1503	0.041	1503	0	100	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		298	0.008	298	0	100	0.00
	Total		1801	0.049	1801	0	100	0.00
TOTAL		14543000	7898783	54.31	7898783	0	100	0.00



S. S. Choudhary

Resolution No. 03: CREATION OF 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.

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	10873780	7896982	72.62	7896982	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7896982	72.62	7896982	0	100	0
Public Institutions	E-Voting	38323	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3630897	1503	0.041	1503	0	100	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		298	0.008	298	0	100	0.00
	Total		1801	0.049	1801	0	100	0.00
TOTAL		14543000	7898783	54.31	7898783	0	100	0.00



A. B. Chatterjee

Resolution No. 04: MAKING INVESTMENTS AND LOAN(S) UPTO Rs 75 CRORES

Resolution required (Ordinary/Special)		Special.						
Whether promoter/promoter group interested in the Agenda/Resolution		The Promoter/Promoter Group of the Company to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	10873780	7896982	72.62	7896982	0	100	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7896982	72.62	7896982	0	100	0
Public Institutions	E-Voting	38323	0	0	0	0	0	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	3630897	1503	0.041	1503	0	100	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		298	0.008	295	3	98.99	01.01
	Total		1801	0.049	1798	3	99.83	0.17
TOTAL		14543000	7898783	54.31	7898780	3	99.99	0.01

A Certified copy of the Report of the Scrutinizer is also enclosed herewith for your record and reference.

The Postal Ballot results are also hosted on the website of Company.

You are requested to please take this information on record.

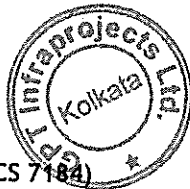
Thanking You,

Yours faithfully,

For GRT Infraprojects Limited

A. B. Chakrabarty

A.B.Chakrabarty (Membership No. FCS 7184)
Company Secretary



Encl : a/a.

J. PATNAIK & ASSOCIATES

Company Secretaries

7A, Bentinck Street, Room No. 403, 4th Floor, Kolkata - 700 001
Phone : 2231 8702, E-mail : jpatnaikassociates@gmail.com

To
The Chairman
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 scrutinize the postal ballot papers and remote e-voting.

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

Thanking you,

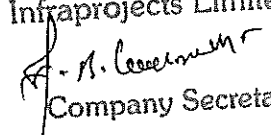
For J. Patnaik & Associates
Companies Secretaries



J. Patnaik



Date: 4th July, 2017
Place: Kolkata

CERTIFIED TO BE TRUE COPY
For GPT Infraprojects Limited

Company Secretary

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	GPT Infraprojects Limited
RESULT DATE	Tuesday, 4 TH July, 2017
VENUE	GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata-700098

1. Appointment as Scrutinizer:

We are appointed as the Scrutinizer to scrutinize the postal ballot papers and remote e-voting of the Company.

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 complete dispatch of the Notice of the postal ballot is as under:-

- On 29.05.2017 by e-mail to 892 Shareholders who had registered their e-mail ids/ addresses with the Company/ Depository.
- On 02.06.2016 by post to 389 Shareholders.

3. Cut-off date:

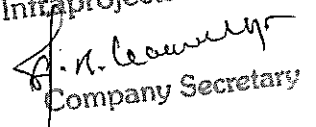
The Voting rights were reckoned as on May 23, 2017, being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and at the Meeting.

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.

CERTIFIED TO BE TRUE COPY

For GPT Infraprojects Limited


Company Secretary

4.2 Remote e-voting:

Remote e-voting platform was open from 10:00 A.M. on Thursday, June 1, 2017 to 5:00 P.M. on Friday, June 30, 2017 and the shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform provided by Central Depository Services Limited (CDSL).

5. Counting Process:

5.1 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/ proxies lodged with the Company.

5.2 We unblocked the remote e-voting results on the remote e-voting platform in presence of Ms. Sweta Gupta and Ms. Anamika Khaitan and downloaded the remote e-voting results.


6. Results

6.1 We observed that

- (a) 32 Shareholders had cast their votes through remote e-voting.
- (b) 36 Shareholders had cast their votes through postal ballot.
- (c) 4 Postal Ballot was 'REJECTED' due to signature mismatch.
- (d) 1 Postal Ballot was declared invalid.
- (e) 4 Postal Ballot was received after 30-06-2017, have not been considered.

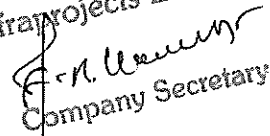
6.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the Postal Ballot dated 23rd May, 2017 is enclosed.

6.3 The Company may accordingly consider the result for ballots and e-voting.


J. Patnaik
FCS: 5045

Date: 4 July, 2017
Place: Kolkata



CERTIFIED TO BE TRUE COPY
For GPT InfraProjects Limited

Company Secretary

Consolidated Results

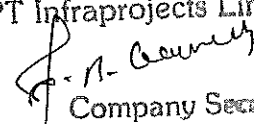
Item No. 1:

SPECIAL RESOLUTION: RAISING OF FUNDS BY WAY OF ISSUE OF EQUITY SHARES AND / OR OTHER SECURITIES UPTO RS. 100 CRORES

"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 Requirement") 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 Rs. 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)

CERTIFIED TO BE TRUE COPY

For GPT Infraprojects Limited


Company Secretary



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 Rs. 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 chapter 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."

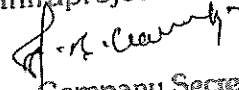
"RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this Resolution or such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

CERTIFIED TO BE TRUE COPY

For GPT Infraprojects Limited


Company Secretary



- 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."

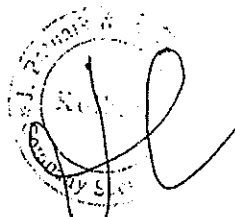
"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular/placement document for the proposed Issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents 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 depositary 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."



CERTIFIED TO BE TRUE COPY
For GPT Infraprojects Limited
J. B. Chatterjee
Company Secretary

"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."


Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	32	7898485	36	298	68	7898783	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	32	7898485	36	298	68	7898783	100

In view of the above scrutiny, I hereby certify that the Special resolution in item no. 1 as set out in notice dated 23rd May, 2017 has been approved and passed by the requisite majority.


 J. Patnaik
 FCS: 5045

Date: 4 July, 2017
 Place: Kolkata



CERTIFIED TO BE TRUE COPY
 For GPT Infraprojects Limited

 Company Secretary



ITEM NO.2:

ORDINARY RESOLUTION: TO ISSUE BONUS SHARES

"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 Rs. 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 Rs 10/- for every 1 (One) equity shares of Rs. 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."



CERTIFIED TO BE TRUE COPY
For GPT InfraProjects Limited
[Signature]
Company Secretary

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	32	7898485	36	298	68	7898783	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	32	7898485	36	298	68	7898783	100

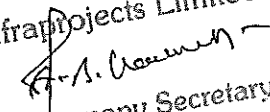
In view of the above scrutiny, I hereby certify that the Special resolution in item no. 3 as set out in notice dated 23rd May, 2017 has been approved and passed by the requisite majority.



J. Patnaik
FCS: 5045

Date: 4 July, 2017
Place: Kolkata



CERTIFIED TO BE TRUE COPY
For GPT Infraprojects Limited

Company Secretary

ITEM NO.3:

SPECIAL RESOLUTION: 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

"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."



CERTIFIED TO BE TRUE COPY
For GPT Infraprojects Limited
A. N. U...
Company Secretary

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	32	7898485	36	298	68	7898783	100
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	32	7898485	36	298	68	7898783	100

In view of the above scrutiny, I hereby certify that the Ordinary resolution in item no. 2 as set out in notice dated 23rd May, 2017 has been approved and passed by the requisite majority.



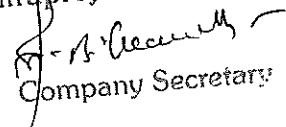
J. Patnaik
FCS: 5045



Date: 4 July, 2017
Place: Kolkata

CERTIFIED TO BE TRUE COPY

For GPT Infraprojects Limited


Company Secretary

ITEM NO.4:

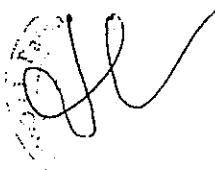
SPECIAL RESOLUTION: TO MAKE INVESTMENTS AND LOAN(S) UPTO Rs 75 CRORES:

"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(n) 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 anybody corporate up to an overall limit not exceeding Rs 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:

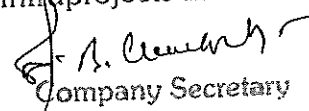
- a) to negotiate and finalize the terms and conditions of the said investments, loans, guarantees on behalf of the Company as it deem fit in the interest of the Company,
- b) to determine the actual sums to be so invested
- c) to take all such actions and settle all matters arising out of and incidental 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."



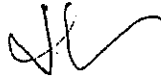
CERTIFIED TO BE TRUE COPY

For GPT Infoprojects Limited


Company Secretary

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	32	7898485	33	295	65	7898780	99.99
Dissent	0	0	3	3	3	3	0.01
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	32	7898485	36	298	68	7898783	100

In view of the above scrutiny, I hereby certify that the Special resolution in item no. 4 as set out in notice dated 23rd May, 2017 has been approved and passed by the requisite majority.



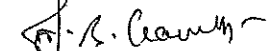
J. Patnaik
FCS: 5045

Date: 4 July, 2017
Place: Kolkata



CERTIFIED TO BE TRUE COPY

For GPT Infraprojects Limited


Company Secretary