

RESULT OF POSTAL BALLOT VOTING

Pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, 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, Special Resolution seeking approval of Shareholders through Postal Ballot (which includes voting through remote electronic means, i.e., remote e-voting), for raising of funds by way of issue 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, as proposed vide Notice of Postal Ballot dated 04th May, 2018, has been passed with requisite majority by the Shareholders of the Company.

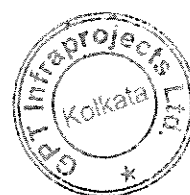
Postal Ballot Voting and Remote E-voting completed on Friday, 8th June, 2018 (17:00 hours). Based on the Scrutinizer's Report dated 9th June, 2018 of M/s J. Patnaik & Associates, Company Secretaries (Membership No. FCS 5045, Certificate of Practice No. 3102), the result of Postal Ballot was declared at the registered office of the company on Saturday, 9th June, 2018 at 3:00 P.M. The summary of the result is given below:

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.								
Sl. No	Description of Resolution	No. of Voting through remote e-voting	No. Of Equity Shares of Rs. 10/- each (Votes)	No. of Physical Ballot Voting	No. Of Equity Shares of Rs. 10/- each (Votes)	Total number of Voting	No. Of Equity Shares of Rs. 10/- each (Votes)	% of Votes Received
1	Assented to Resolution	30	22512464	31	243	61	22512707	99.9994
3	Dissented to Resolution	4	25	1	100	5	125	0.0006
4	No. of Invalid Ballots received	0	0	0	0	0	0	0
5	Total	34	22512489	32	343	66	22512832	100
8	Result	Passed with requisite majority						

The result of the Postal Ballot has been communicated to the Stock Exchanges as well as hosted on the website of the Company www.GPTINFRA.IN .

By Order of the Board

For GPT Infraprojects Limited



A. B. Chakrabarty
A B Chakrabarty
(Company Secretary)

Date:-09.06.2018
Place: Kolkata

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: 9th June, 2018 ◆

Place: Kolkata

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	GPT Infraprojects Limited
RESULT DATE	Saturday, 9 th June, 2018
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 08.05.2018 by e-mail to 2622 Shareholders who had registered their e-mail ids/ addresses with the Company/ Depository.
- On 09.05.2018 by post to 616 Shareholders.

3. Cut-off date:

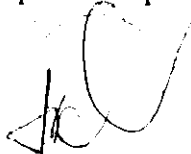
The Voting rights were reckoned as on May 04, 2018, being the Cut-off date for the purpose of deciding the entitlement of Shareholders at the remote e-voting and at the Meeting.

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

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

4.2 Remote e-voting:

Remote e-voting platform was open from 10:00 A.M. on Wednesday, May 09, 2018 to 5:00 P.M. on Friday, June 08, 2018 and the shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution 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. Jayeeta Sarkar and Ms. Anamika Khaitan and downloaded the remote e-voting results.

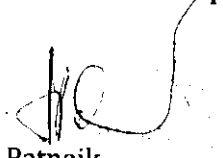
6. Results

6.1 We observed that

- (a) 34 Shareholders had cast their votes through remote e-voting.
- (b) 32 Shareholders had cast their votes through postal ballot.

6.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the Postal Ballot dated 04th May, 2018 is enclosed.

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



J. Patnaik
FCS: 5045

Date: 9th June, 2018

Place: Kolkata

Consolidated Results

Item No. 1:

SPECIAL RESOLUTION: 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.

"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 Infraprojects 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 Requirement) Regulation, 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").

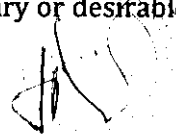
"RESOLVED FURTHER THAT the allotment of the Equity shares shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing 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 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."

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	22512464	31	243	61	22512707	99.99
Dissent	4	25	1	100	5	125	0.01
Abstain	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	34	22512489	32	343	66	22512832	100

In view of the above scrutiny, I hereby certify that the Special resolution in item no. 1 as set out

in notice dated 04th May, 2018 has been approved and passed by the requisite majority.

J. Patnaik

Date: 9th June, 2018

Place: Kolkata