

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, Ordinary Resolution seeking approval of Shareholders through Postal Ballot (which includes voting through remote electronic means, i.e., remote e-voting), for appointment of Joint Statutory Auditors for the Financial Year 2017-18, as proposed vide Notice of Postal Ballot dated 04th December, 2017, has been passed with requisite majority by the Shareholders of the Company.

Postal Ballot Voting and Remote E-voting completed on Friday, 12th January, 2017 (17:00 hours). Based on the Scrutinizer's Report dated 15th January, 2018 of Membership No. FCS 5045 of M/s J. Patnaik & Associates, Company Secretary (Certificate of Practice No. 3102), the result of Postal Ballot was declared by Mr. Dwarika Prasad Tantia (DIN 00001341), Chairman, at the registered office of the company on Monday, 15th January, 2018 at 4:00 P.M. The summary of the result is given below:

| Sl. No | Description of Resolution | No. Of Ballot Forms/e-voting received | No. Of Equity Shares of Rs. 10/- each (Votes) | % of Votes Received |
|--------|------------------------------------|---------------------------------------|---|---------------------|
| 1 | E-Voting | 38 | 21751269 | 100.00 |
| 2 | Assented to Resolution | 36 | 21751249 | 99.9999 |
| 3 | Dissented to Resolution | 2 | 20 | 0.00009 |
| 4 | No. of Valid Ballots received | 35 | 450 | 100.00 |
| 5 | Assented to Resolution | 35 | 450 | 100.00 |
| 6 | Dissented to Resolution | 0 | 0 | 0 |
| 7 | Number of Invalid Ballots received | 0 | 0 | 0 |
| 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



D.P. Tantia
D.P. Tantia (Din-00001341)
(Chairman)

Date:-15.01.2018

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

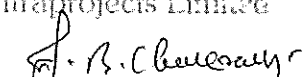

J. Patnaik

Date: 15th January, 2018
Place: Kolkata



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For GPT Infraprojects Limited


Company Secretary

SCRUTINIZER'S REPORT

| | |
|----------------------------|--|
| NAME OF THE COMPANY | GPT Infraprojects Limited |
| RESULT DATE | Monday, 15 th January, 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:-

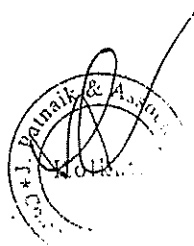
- On 13.12.2017 by e-mail to 2657 Shareholders who had registered their e-mail ids/ addresses with the Company/ Depository.
- On 13.12.2017 by post to 644 Shareholders.

3. Cut-off date:

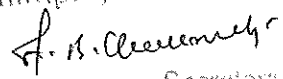
The Voting rights were reckoned as on December 6, 2017, being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-voting and at the Meeting.

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.



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For GPT Infraprojects Limited

Company Secretary

4.2 Remote e-voting:

Remote e-voting platform was open from 10:00 A.M. on Wednesday, December,13, 2017 to 5:00 P.M. on Friday, January 12, 2018 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. Kajol Modi and Ms. Sweta Gupta and downloaded the remote e-voting results.

6. Results

6.1 We observed that

- (a) 38 Shareholders had cast their votes through remote e-voting.
- (b) 35 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 4th December, 2017 is enclosed.

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

J. Patnaik
FCS: 5045

Date: 15th January, 2018
Place: Kolkata



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For GPT Infraprojects Limited

A. N. Chatterjee
Company Secretary

Consolidated Results

Item No. 1:

ORDINARY RESOLUTION: APPOINTMENT OF JOINT STATUTORY AUDITORS

"RESOLVED THAT pursuant to Sections 139 and 142 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, M/s. S. N. Khetan & Associates, Chartered Accountants, Kolkata having firm registration no. 325653E, being eligible to be appointed as such under section 141 of the Companies Act, 2013, be and are appointed as Joint Statutory Auditors with immediate effect for conducting the statutory audit for the financial year 2017-18 jointly with the existing auditors M/s. S. R. Batliboi & Co. LLP, Chartered Accountants having firm registration no 301003E/E300005, to hold office till the conclusion of forthcoming 38th Annual General Meeting at such remuneration as may be fixed by the Board of Directors / Committee thereof as the case may be in consultation with the Auditors."

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

| Particulars | Remote e-votes | | Voting through ballots | | Total | | Percentage (%) |
|--------------|----------------|-----------------|------------------------|------------|-----------|-----------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 36 | 21751249 | 35 | 450 | 71 | 21751699 | 100 |
| Dissent | 02 | 20 | NIL | NIL | 2 | 20 | NIL* |
| Abstain | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Total | 38 | 21751269 | 35 | 450 | 73 | 21751719 | 100 |

In view of the above scrutiny, I hereby certify that the Ordinary resolution in item no. 1 as set out in notice dated 4th December, 2017 has been approved and passed by the requisite majority.

J. Patnaik

Date: 15 January, 2018

Place: Kolkata

(* The percentage of dissent votes is coming to 0.0000009, which is considered as negligible).



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For GPT Infraprojects Limited

A. Chatterjee
Company Secretary