



GPT Infraprojects Limited

Regd. Office : GPT Centre, JC-25, Sector-III, Salt Lake, Kolkata – 700 106, India CIN: L20103WB1980PLC032872
Tel: +91-33-4050-7000 Fax: +91-33-4050-7999 Email: info@gptgroup.co.in Visit us: www.gptinfra.in

GPTINFRA/CS/SE/2020-21

August 22, 2020

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

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

Dear Sir/Madam,

Sub: Submission of Scrutinizer Report and Voting Results of 40th Annual General Meeting of GPT Infraprojects Limited held on 21st August, 2020.

Ref.: Scrip Code - 533761; NSE Symbol - GPTINFRA ISIN: INE390G01014

Dear Sir,

In continuation to our letter dated 21st August, 2020, we would like to inform you that the Scrutinizer Mr. Ashok Kumar Daga, (COP No. 2948), Practicing Company Secretary, Kolkata has submitted his report on Saturday, 22nd August, 2020.

We are enclosing herewith the following:

- ❖ Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ Report of the Scrutinizer dated August 22, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Kindly take the information on record and oblige.

Thanking You

Yours faithfully

For GPT Infraprojects Limited

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

Encl . a /a.

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Serial No.	Particulars	Details
1	Date of AGM	Friday, 21 st August, 2020
2	Total No. of shareholders as on record / cut off date	5082
3	No. of shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable NA NA
4	No. Of shareholders attended the meeting through video conferencing: Promoter and Promoter Group Public	 15 45

Voting results								
Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Financial Statements for the year ended March 31, 2020 together with Reports of Board of Directors and Auditors thereon.				
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	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
Public- Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1097539	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
Total		29086000	24150182	83.0303	24150182	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To declare payment of dividend @15% (Rs. 1.50) per equity share of Rs. 10/- each for the financial year ended 31st March, 2020.

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	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
Public-Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1097539	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
Total		29086000	24150182	83.0303	24150182	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Shree Gopal Tantia (DIN: 00001346), who retires by rotation and being eligible, offers himself for re-appointment				
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	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
Public- Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1097539	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
Total		29086000	24150182	83.0303	24150182	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the Remuneration of Cost Auditor for the financial year 2020-21				
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	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
Public-Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1097539	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6174401	2336122	37.8356	2336117	5	99.9998	0.0002
	Poll							
	Postal Ballot (if applicable)							
	Total	6174401	2336122	37.8356	2336117	5	99.9998	0.0002
Total		29086000	24150182	83.0303	24150177	5	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Mr. Shankar Jyoti Deb as Non -Executive Independent Director for another term of 5 consecutive years				
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	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100.0000	21814060	0	100.0000	0.0000
Public-Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1097539	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
Total		29086000	24150182	83.0303	24150182	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Payment of Commission to Mr. Dwarika Prasad Tantia, Non -Executive Chairman of the Company.				
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	21814060	19829296	90.9014	19829296	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		21814060	19829296	90.9014	19829296	0	100.0000
Public- Institutions	E-Voting	1097539	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1097539	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6174401	2336122	37.8356	2336122	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		6174401	2336122	37.8356	2336122	0	100.0000
Total		29086000	22165418	76.2065	22165418	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

You are requested to please take this information on record.

Thanking You,

Yours faithfully,

For GPT Infraprojects Limited

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



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

To

The Chairman,

40th Annual General Meeting of the Equity Shareholders

Of GPT Infraprojects Limited held on Friday, 21st Day of August, 2020 at 3.00 p.m.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility provided to the shareholders during the 40th Annual General Meeting (AGM) of the Equity Shareholders Of GPT Infraprojects Limited held on Friday, 21st Day of August, 2020 at 3.00 p.m. through Video Conferencing / other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated 20th June, 2020

I, Ashok Kumar Daga, Practising Company Secretary having my office at 1 Crooked Lane, 2nd Floor, Room No. 212, Kolkata-700069 have been appointed by the Board of Directors of the Company as Scrutinizer for the purpose of the voting through remote e-voting and e-voting provided to shareholders during the AGM conducted through Video Conferencing / other Audio Visual Means (VC/OAVM) on the below mentioned resolution (s) passed at the 40th Annual General Meeting of the Equity Shareholders Of GPT Infraprojects Limited held on Friday, 21st Day of August, 2020 at 3.00 p.m. submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by The Link Intime India Private Limited.
2. The shareholders holding shares as on the cut-off date i.e. 14th August 2020 were entitled to vote on the proposed resolutions (Item No. 1 to 6 as set out in the Notice of 40th Annual General Meeting of the Company).



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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3. The remote e-voting period commenced on 18th August 2020 from 9.00 AM and concluded on 20th August 2020 at 5.00 PM.
4. The votes were unblocked at Kolkata on 21st August, 2020 at 4.30 p.m. in the presence of two witness. Ms. Rittika Gupta and M/s Anupama Singh who are not in the employment of the Company.
5. After the time fixed for e-voting facility provided to the shareholders during the AGM, E-voting system for voting was stopped.
6. Members have either voted electronically through remote e-voting or through VC/OAVM. There is no instance of duplication of voting.
7. My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and to make Scrutinizer's Report of the votes cast in favour or against the resolutions contained in the notice of AGM. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice of the AGM.
8. The results of the scrutiny of voting by remote e-voting and through e-voting facility provided during AGM in respect of resolutions contained in Notice dated 20th June, 2020 are as under :

Item No.1:-

To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company as at and for the year ended 31st March, 2020 together with Reports of Board of Directors and Auditors thereon.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	47	1	48	24150180	2	24150182	100	83
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	47	1	48	24150180	2	24150182	100	83

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 1 of the Notice dated 20th June, 2020 has been passed with requisite majority.

Item No.2

To declare payment of dividend @15% (Rs. 1.50) per equity share of Rs. 10/- each for the financial year ended 31st March, 2020.

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	47	1	48	24150180	2	24150182	100	83
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	47	1	48	24150180	2	24150182	100	83

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 2 of the Notice dated 20th June, 2020 has been passed with requisite majority.

Item No.3

To appoint a Director in place of Mr. Shree Gopal Tantia (DIN: 00001346), who retires by rotation and being eligible, offers himself for re-appointment.



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	47	1	48	24150180	2	24150182	100	83
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	47	1	48	24150180	2	24150182	100	83

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 3 of the Notice dated 20th June, 2020 has been passed with requisite majority.

Item No.4

Ratify the Remuneration of Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 60,000 (Rupees Sixty Thousand only) plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be actually incurred by the firm, payable to M/s. S.K. Sahu & Associates, Cost Accountants (Membership No.28234) of Kolkata appointed by the Board as Cost Auditors of the Company for the financial year 2020-21 be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution.”



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	46	1	47	24150175	2	24150177	100	83
DISSENT	1	0	1	5	0	5	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	47	1	48	24150180	2	24150182	100	83

Based on aforesaid Results, Ordinary Resolution Contained in Item no. 4 of the Notice dated 20th June, 2020 has been passed with requisite majority.

Item No.5

To Re- appointment of Mr. Shankar Jyoti Deb as Non -Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Shankar Jyoti Deb (DIN: 07075207), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company”.

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution.”



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	47	1	48	24150180	2	24150182	100	83
DISSENT	0	0	0	0	0	0	0	0
INVALID	0	0	0	0	0	0	0	0
TOTAL	47	1	48	24150180	2	24150182	100	83

Based on aforesaid Results, Special Resolution Contained in Item no. 5 of the Notice dated 20th June, 2020 has been passed with requisite majority.

Item No.6

Payment of Commission to Mr. Dwarika Prasad Tantia, Non-Executive Chairman of the Company

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

“RESOLVED THAT pursuant to Sections 197, 198 and Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Listing Regulations”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under, consent of the Company be and is hereby accorded to the payment of commission at a rate of 1% (One percent) of the net profits of the Company for the financial year 2020-21 to Mr. Dwarika Prasad Tantia, Non-executive Chairman of the Company, computed in the manner prescribed under Section 198 of the Act (which may exceeds fifty percent of total remuneration payable to all Non- Executive Directors for the financial year 2020-21)”.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to him for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided/approved by the Board of Directors and reimbursement of various expenses incurred in performance of his duties including travelling and other out-of-pocket expenses as required from time to time.”



Ashok Kumar Daga

B. Com. (H), LLB., FCS
Practising Company Secretary

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E-mail : daga.ashok@gmail.com

	NUMBER OF MEMBERS			NUMBER OF VOTES CONTAINED IN			%AGE	
	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	REMOTE E-VOTING	E-VOTING AT AGM	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	44	1	45	22165416	2	22165418	100	76
DISSENT	0	0	0	0	0	0	0	0
INVALID	3*	0	3	1984764	0	1984764	0	7
TOTAL	47	1	48	24150180	2	24150182	100	83

* Pursuant to SEBI Notification No. SEBI/LAD-RO/GN/2018/10 dated 9th May, 2018, effective from 1st April, 2019, the approval of shareholders by special resolution shall be obtained every year, in case the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof. The Commission payable to Mr. Dwarika Prasad Tantia, Chairman of the Company may exceed 50% of the total annual remuneration payable to all non-executive directors during the Financial Year 2020-21. Further the vote casted by Mr. Atul Tantia, Mr. Vaibhav Tantia & Mr. Dwarika Prasad Tantia in the aforesaid resolution shall not be taken as valid since they are Interested Parties as stated in the Notice of Annual General Meeting. In view of the above, vote casted in respect of 1984764 shares is treated as Invalid for the purpose of passing of the Special Resolution.

Based on aforesaid Results, Special Resolution Contained in Item no. 6 of the Notice dated 20th June, 2020 has been passed with requisite majority.

The final report containing details of votes casted by the members of the company has already been provided separately.

Thanking you,
Yours faithfully,

ASHOK
KUMAR DAGA

Digitally signed by
ASHOK KUMAR DAGA
Date: 2020.08.22
11:59:45 +05'30'

PLACE- KOLKATA

**ASHOK KUMAR DAGA
(PRACTISING COMPANY SECRETARY)**

DATE- 22.08.2020

MEMBERSHIP NO. 2699

COP NO. 2948

UDIN: F002699B000605268