

To
The Chairman
GPT Infraprojects Limited
GPT Centre, JC-25, Sector-III, Salt Lake
Kolkata-700098

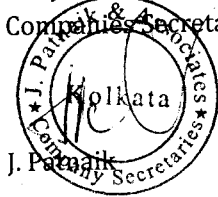
Dear Sir,

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**
Company Secretaries



Date: 19th August, 2017

Place: Kolkata

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	GPT Infraprojects Limited
RESULT DATE	Saturday, 19 th August, 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:-

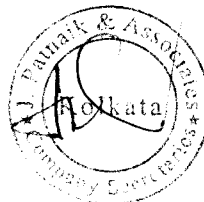
- On 20.07.2017 by e-mail to 1167 Shareholders who had registered their e-mail ids/ addresses with the Company/ Depository.
- On 24.07.2017 by registered / speed post to 451 Shareholders.

3. Cut-off date:

The Voting rights were reckoned as on August 11, 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.

4.2 Remote e-voting:

Remote e-voting platform was open from 09:00 A.M. on Monday, August 14, 2017 to 5:00 P.M. on Thursday, August 17, 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. Sonal Agarwal and Ms. Kajol Modi and downloaded the remote e-voting results.

6. Results

6.1 We observed that

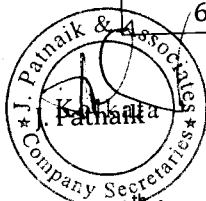
(a) 29 Shareholders had cast their votes through remote e-voting. Out of the same, the voting of 3 interested shareholders for Resolution No. 5 has not been considered.

(b) 95 Shareholders had cast their votes through postal ballot out of which 8 votes were declared as invalid.

6.2 The Consolidated Results with respect to the items on the agenda as set out in the Notice of the Annual General Meeting dated 23rd May, 2017 is enclosed.

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

Resolution No.	Type of Resolution	Result
1.	Ordinary	Passed by majority
2.	Ordinary	Passed by majority
3.	Ordinary	Passed by majority
4.	Ordinary	Passed by majority
5.	Ordinary	Passed by majority
6.	Ordinary	Passed by majority



Date: 19th August, 2017

Place: Kolkata

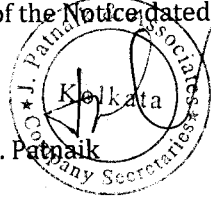
Consolidated Results

Item No. 1: ADOPTION OF THE FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements as at and for the year ended 31st March, 2017 together with Reports of Board of Directors and Auditors thereon.

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	21748394	85	273	114	21748667	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	29	21748394	87	279	116	21748673	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.1 of the Notice dated 23rd May, 2017, has been passed with requisite majority.


J. Pattnaik

Date: 19th August, 2017

Place: Kolkata


Consolidated Results

ITEM NO.2: APPOINTMENT OF THE DIRECTOR

To appoint a Director in place of Mr. Vaibhav Tantia (DIN: 00001345), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	21748394	85	273	114	21748667	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	29	21748394	87	279	116	21748673	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.2 of the Notice, dated 23rd May, 2017, has been passed with requisite majority.


J. Patra
Secretaries

Date: 19th August, 2017

Place: Kolkata

Consolidated Results

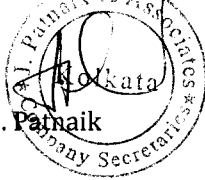
ITEM NO.3: TO RATIFY APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, the appointment of M/s. S. R. Batliboi & Co LLP, Chartered Accountants (Firm Registration No. 301003E / E300005) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Eighth Annual General Meeting be and is hereby ratified and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties, if any, other than those referred to herein above and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board.”

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	21748394	85	273	114	21748667	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	29	21748394	87	279	116	21748673	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.3 of the Notice dated 23rd May, 2017, has been passed with requisite majority.


J. Patnaik

Date: 19th August, 2017

Place: Kolkata

Consolidated Results

ITEM NO.4: TO RATIFY THE REMUNERATION OF COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 50,000 (Rupees Fifty 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 2017- 18 be and is hereby ratified.”

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

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	21748394	85	273	114	21748667	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	29	21748394	87	279	116	21748673	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.4 of the Notice dated 23rd May, 2017, has been passed with requisite majority.


J. Pannaik

Date: 19th August, 2017

Place: Kolkata

Consolidated Results

ITEM NO.5: PAYMENT OF COMMISSION TO MR. DWARIKA PRASAD TANTIA, CHAIRMAN OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 197, 198 read with Schedule V of the Companies Act, 2013, and other applicable provisions if any, of the Companies Act, 2013 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 a period of five years commencing from the financial year 2017-18 beginning on 1st April, 2017 (such profit to be computed in the manner prescribed under Section 198 of the said Act) to Mr. Dwarika Prasad Tantia, Chairman of the Company, who is neither a Managing Director nor Wholetime Director of the Company.”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fee 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.”

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	26	19763630	85	273	111	19763903	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	26	19763630	87	279	113	19763909	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.5 of the Notice dated 23rd May, 2017, has been passed with requisite majority.

J. Patnaik

Date: 19th August, 2017

Place: Kolkata

Consolidated Results

ITEM NO.6: APPOINTMENT OF INDEPENDENT DIRECTOR.

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

"RESOLVED THAT Mr. Kashi Prasad Khandelwal (DIN:00748523), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 23rd May, 2017 under provisions of Section 161(1) of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Kashi Prasad Khandelwal (DIN:00748523) for the office of Director, be and is hereby appointed as a Director of the Company."


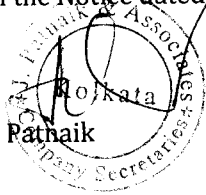
"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kashi Prasad Khandelwal (DIN:00748523), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years from the date of 37th Annual General Meeting of the Company up to the conclusion of the 42nd Annual General Meeting of the Company and the said appointment is subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Regulations and his office shall not be liable to retire by rotation."



The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text "Kolkata" and "Secretary" around its perimeter. The signature is written in a cursive style.

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	29	21748394	85	273	114	21748667	100
Dissent	0	0	2	6	2	6	0
Abstain	0	0	0	0	0	0	0
Total	29	21748394	87	279	116	21748673	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item No.6 of the Notice dated 23rd May, 2017, has been passed with requisite majority.


 J. Pathaik


Date: 19th August, 2017

Place: Kolkata