

J. PATNAIK & ASSOCIATES

Company Secretaries

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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: 12th September, 2016
Place: Kolkata

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	GPT Infraprojects Limited
RESULT DATE	Monday, 12 th September, 2016.
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 completed dispatch of the Notice of the postal ballot is as under:-

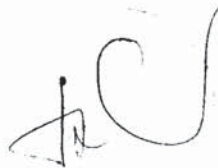
- On 12.08.2016 by e-mail to 678 Shareholders who had registered their e-mail ids/ addresses with the Company/ Depository.
- On 12.08.2016 by post to 399 Shareholders.

3. Cut-off date:

The Voting rights were reckoned as on August 10, 2016, 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 10:00 A.M. on Saturday, August 13, 2016 to 5:00 P.M. on Sunday, September 11, 2016 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. Khushboo Singh and Ms. Poulami Saha and downloaded the remote e-voting results.

6. Results

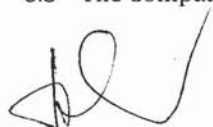
6.1 We observed that

(a) 31 Shareholders had cast their votes through remote e-voting.

(b) 2 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 10th August, 2016 is enclosed.

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



J. Patnaik
FCS: 5045



Date: 12th September, 2016

Place: Kolkata

Consolidated Results

Item No. 1: Raising of funds by way of issue of equity shares and / or other securities upto Rs. 75 crores by way of the following resolution as a Special Resolution:

"RESOLVED THAT, 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 upto 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 be 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

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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) 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. 75,00,00,000/- (Rupees Seventy Five 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;
- 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."

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"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."

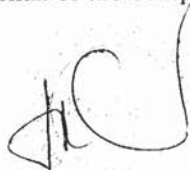
"RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international 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."

"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)."

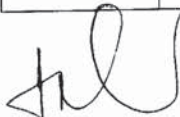
"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board or its authorized committee, be authorized to do all such acts, deeds, matters, and things as it may, in 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."

OUT COME OF THE E-VOTING AND POSTAL BALLOT

Particulars	Remote e-votes		Voting through ballots		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	30	10775349	2	6	32	10775355	100
Dissent	1	2	NIL	NIL	1	2	NIL
Total	31	10775351	2	6	33	10775357	100


J. Patnaik



Date: 12th September, 2016
Place: Kolkata