



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/2022-23

November 01, 2022

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: Results of Postal Ballot and Submission of Scrutinizer Report and Voting Results of GPT Infraprojects Limited.

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

Dear Sir,

In continuation to our letter dated 29th September, 2022, regarding postal ballot notice issued to members seeking their approval in relation to the following businesses:

1. Issue of Bonus Shares
2. Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company

The e voting period for the said postal ballot was ended on 30th October, 2022 and the Scrutinizer Mr. Ashok Kumar Daga, (COP No. 2948), Practicing Company Secretary submitted his report on Monday, 31st October, 2022.

In this connection 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 October 31, 2022, pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015.

The aforesaid businesses have been passed by the members with requisite majority and are deemed to have been passed on Sunday, 30th October, 2022, being the last date of e voting.

Kindly take the information on record and oblige.

Thanking You

Yours faithfully

For GPT Infraprojects Limited

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

Encl . As Above

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

Voting results	
Record date	27-09-2022
Total number of shareholders on record date	9713
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Bonus Shares in the ratio of 1:1				
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	21814060	0	100	0
	Poll							
	Postal Ballot							

	(if applicable)							
	Total	21814060	21814060	100	21814060	0	100	0
Public- Institutions	E-Voting	734908	696846	94.8208	696846	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	734908	696846	94.8208	696846	0	100	0
Public- Non Institutions	E-Voting	6537032	4762	0.0728	4753	9	99.811	0.189
	Poll							
	Postal Ballot (if applicable)							
	Total	6537032	4762	0.0728	4753	9	99.811	0.189
Total		29086000	22515668	77.4107	22515659	9	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association 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	E-Voting	21814060	21814060	100	21814060	0	100	0

Promoter Group	Poll							
	Postal Ballot (if applicable)							
	Total	21814060	21814060	100	21814060	0	100	0
Public- Institutions	E-Voting		696846	94.8208	696846	0	100	0
	Poll	734908						
	Postal Ballot (if applicable)							
	Total	734908	696846	94.8208	696846	0	100	0
Public- Non Institutions	E-Voting		4762	0.0728	4753	9	99.811	0.189
	Poll	6537032						
	Postal Ballot (if applicable)							
	Total	6537032	4762	0.0728	4753	9	99.811	0.189
Total		29086000	22515668	77.4107	22515659	9	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For GPT Infraprojects Limited

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



Ashok Kumar Daga

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

AVANI OXFORD, PHASE II
136, JESSORE ROAD, BLOCK - 1
FLAT # 1B, 1ST FLOOR
KOLKATA - 700055
Phone : +91 33 32916865
Mobile : 09831036425, 09830236425
E-mail : daga.ashok@gmail.com

SCRUTINIZER'S REPORT

TO,
THE CHAIRMAN,
GPT INFRAPROJECTS LIMITED
GPT CENTRE, JC-25, SECTOR - III SALT LAKE
KOLKATA WB 700106

Sub: Passing of Resolutions through Postal Ballot through E-Voting

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 27th September, 2022 has appointed me as the Scrutinizer for conducting the postal ballot voting process. The Company had engaged the services of The Link Intime India Private Limited for providing electronic voting facility to its shareholders, as an alternate to its members, instead of dispatching filled in Postal Ballot Forms as allowed by MCA.
2. Based on the Register for Voting (E-Voting) on 30th, October, 2022 which was provided by The Link Intime India Private Limited., I hereby submit my report as under:
 - 2.1 The Shareholders holding shares as on the cut-off date i.e. 27th September 2022 were entitled to vote on the proposed resolutions (Item No. 1 & 2 as set out in the Notice of Postal Ballot of the Company.
 - 2.2 The Voting through Postal Ballot via Remote electronic voting (e-voting) commenced from 01st October, 2022 (9:00 A.M.) and ended on 30th October, 2022 (5:00 P.M.).
 - 2.3 The details of Remote e-voting facility provided by The Link Intime India Private Limited scrutinized by me for verification of votes cast in favour and against the resolution.


ASHOK KUMAR DAGA
Practising Company Secretary
FCS-2699 & CP-2948

- 2.4 After the time fixed for remote e-voting facility provided to the shareholders during the period as stated above, E-voting system for voting was disabled.
- 2.5 The votes were unblocked at Kolkata on 30th October, 2022 at 5.30 p.m.
- 2.6 Members have voted electronically through remote e-voting. There is no instance of duplication of voting.
- 2.7 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 Postal Ballot. 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 Postal Ballot dated 27th September, 2022.
- 2.8 The results of the scrutiny of voting by through e-voting facility provided during the period in respect of resolutions contained in Notice dated 27th September, 2022 are as under :

RESOLUTION NO. 1:

Issue of Bonus Shares: (Ordinary Resolution)

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the Securities Premium Account as on 31st March, 2022, for the purpose of the issue of bonus equity shares of ₹ 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in the proportion of 1 (One) equity share of ₹ 10/- each for every 1 (One) equity shares of ₹ 10/- each held by the Members, whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board (including any committee thereof) for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.



ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

RESOLVED FURTHER THAT the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form and in the case of Members who hold equity shares in physical form, the new share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. A B Chakrabarty, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	107	107	22515659	22515659	100	77.41
DISSENT	3	3	9	9	0	0
INVALID	0	0	0	0	0	0
TOTAL	110	110	22515668	22515668	100	77.41

In view of the above scrutiny, I hereby certify that resolution no. 1 as set out in notice dated 27th September, 2022 has been approved and passed by the requisite majority.


ASHOK KUMAR DAGA
 Practicing Company Secretary
 FCS-2699 & CP-2948

RESOLUTION NO. 2: (Ordinary Resolution)

Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 equity shares of ₹ 10/- each to ₹ 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 equity shares of ₹ 10/- each, by creation of further 1,00,00,000 Equity Shares of ₹ 10/- each, ranking paripassu with the existing equity shares of the Company and that Clause V of the Memorandum of Association of the Company be altered accordingly.

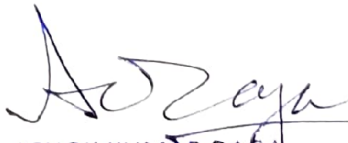
RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized Share Capital of the Company is ₹ 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crore) equity shares of ₹ 10/- (Rupees Ten only) each with the power to increase ,reduce and re-classify the Capital for the time being into several classes and to attach thereto such preferential special rights, privileges or conditions as may be thought fit and according to the provisions of the Companies Act, 2013 for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Atul Tantia, Executive Director & CFO (DIN:00001238) and/or Mr. A B Chakrabarty, Company Secretary be and are hereby severally or jointly authorized to do all such acts, deeds, matters and things and to sign all such E-Forms and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

	NUMBER OF MEMBERS		NUMBER OF VOTES CONTAINED IN		%AGE	
	REMOTE E-VOTING	TOTAL	REMOTE E-VOTING	TOTAL	% OF TOTAL VOTES CASTED	% OF TOTAL NO. OF ISSUED SHARES
ASSENT	107	107	22515659	22515659	100	77.41
DISSENT	3	3	9	9	0	0
INVALID	0	0	0	0	0	0
TOTAL	110	110	22515668	22515668	100	77.41

In view of the above scrutiny, I hereby certify that resolution no. 2 as set out in notice dated 27th September, 2022 has been approved and passed by the requisite majority.


ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948

Thanking you.



ASHOK KUMAR DAGA

**Company Secretary in practice
Scrutinizer**

Membership No. 2699

CP No. 2948

UDIN: F002699D001418300

Place: Kolkata

Date: 31/10/2022

ASHOK KUMAR DAGA
Practicing Company Secretary
FCS-2699 & CP-2948