

GPTINFRA/CSE/2013-14/2638

To  
The Secretary,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkata-700001  
Fax No.:033-22104468

Date: 09.10.2013

Dear Sirs,

**Sub. : Compliance under Clause 35 and Clause 49 of the Listing Agreement for the quarter ended 30/09/2013.**

Ref. : Scrip Code - 10030117; Scrip ID - GPTINFRA

As required under clause 35 and clause 49 of the Listing Agreement, we enclose herewith the following document for your necessary record.

1. Shareholding Pattern of the Company for the 2<sup>nd</sup> quarter ended 30<sup>th</sup> September, 2013.
2. Quarterly compliance report on Corporate Governance for the 2<sup>nd</sup> quarter ended 30<sup>th</sup> September, 2013.

Thanking You.

Yours faithfully,  
For **GPT Infraprojects Limited**



R. Mishra  
Company Secretary

Encl.: As Stated Above.



# GPT Infraprojects Limited

Regd. Office : GPT Centre, JC - 25, Sector-III, Salt Lake, Kolkata-700 098, India  
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Introductory sub-table (I)(a)			
Name of the Company: GPT Infraprojects Limited			
Scrip Code, Name of the scrip, class of security: 10030117, GPT Infraprojects Limited, Equity Shares			
Quarter ended: 30th September, 2013			
Partly paid-up shares:-	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Outstanding convertible securities:-	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Warrants:-	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	14543000		100

For GPT Infraprojects Limited

*Ranisha*  
Company Secretary



Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage (VIII) (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group <sup>2</sup>							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	17	6263382	6263382	43.07	43.07	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	2	4610398	4610398	31.70	31.70	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>19</b>	<b>10873780</b>	<b>10873780</b>	<b>74.77</b>	<b>74.77</b>	<b>0</b>	<b>0.00</b>
2	Foreign							
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) - (A)(1)+(A)(2)</b>	<b>19</b>	<b>10873780</b>	<b>10873780</b>	<b>74.77</b>	<b>74.77</b>	<b>0</b>	<b>0.00</b>
(B)	Public shareholding							
1	Institutions						N.A.	N.A.
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	N.A.	N.A.
(b)	Financial Institutions/ Banks	0	0	0	0.00	0.00		
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	0	0	0	0.00	0.00		
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Any Other (specify)	0	0	0	0.00	0.00		
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>N.A.</b>	<b>N.A.</b>
B 2	Non-institutions						N.A.	N.A.
(a)	Bodies Corporate	16	387542	387542	2.66	2.66		
(b)	Individuals							
I	i. Individual shareholders holding nominal share capital up to Rs.1 lakh	293	16778	16777	0.12	0.12		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4	896900	896900	6.17	6.17		
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(d-i)	Any Other (specify)							
(d-ii)	Trust	1	200000	200000	1.38	1.38		
(d-iii)	Foreign Company-FDI	1	2168000	2168000	14.91	14.91		
	<b>Sub-Total (B)(2)</b>	<b>315</b>	<b>3669220</b>	<b>3669219</b>	<b>25.23</b>	<b>25.23</b>	<b>N.A.</b>	<b>N.A.</b>
(B)	<b>Total Public Shareholding (B)-(B)(1)+(B)(2)</b>	<b>315</b>	<b>3669220</b>	<b>3669219</b>	<b>25.23</b>	<b>25.23</b>	<b>N.A.</b>	<b>N.A.</b>
	<b>TOTAL (A)+(B)</b>	<b>334</b>	<b>14543000</b>	<b>14542999</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued						N.A.	N.A.
1	Promoter and Promoter Group	0	0	0	0	0.00		
2	Public	0	0	0	0	0.00		
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>334</b>	<b>14543000</b>	<b>14542999</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

For GPT Infraprojects Limited

*R. Mishra*  
Company Secretary

Sr.No	Notes
1	N.A.- Not Applicable
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For GPT Infraprojects Limited  
*Rishiwa*  
Company Secretary

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(i)	(ii)	(iii)	(iv)	(v)	(vi) = (v)/(iii) * 100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)
1	Harshita Tania & Vinita Tania	16146	0.11	0	0.00	0.00	0.00	0	0	0	0.11
2	Om Prakash Tania-HUF	76428	0.53	0	0.00	0.00	0.00	0	0	0	0.53
3	Mridul Tania & Aruna Tania	78432	0.54	0	0.00	0.00	0.00	0	0	0	0.54
4	Radhika Tania & Vaibhav Tania	100000	0.69	0	0.00	0.00	0.00	0	0	0	0.69
5	Dwarika Prasad Tania-HUF	100926	0.69	0	0.00	0.00	0.00	0	0	0	0.69
6	Shree Gopal Tania-HUF	156654	1.08	0	0.00	0.00	0.00	0	0	0	1.08
7	Kriti Tania & Atul Tania	213282	1.47	0	0.00	0.00	0.00	0	0	0	1.47
8	Amrit Jyoti Tania & Vinita Tania	257694	1.77	0	0.00	0.00	0.00	0	0	0	1.77
9	Vaibhav Tania & Radhika Tania	267720	1.84	0	0.00	0.00	0.00	0	0	0	1.84
10	Anurag Tania & Aruna Tania	300966	2.07	0	0.00	0.00	0.00	0	0	0	2.07
11	Atul Tania & Kriti Tania	417456	2.87	0	0.00	0.00	0.00	0	0	0	2.87
12	Pramila Tania & Dwarika Prasad Tania	444312	3.06	0	0.00	0.00	0.00	0	0	0	3.06
13	Dwarika Prasad Tania & Pramila Tania	449442	3.09	0	0.00	0.00	0.00	0	0	0	3.09
14	Vinita Tania & Shree Gopal Tania	460324	3.17	0	0.00	0.00	0.00	0	0	0	3.17
15	Aruna Tania & Om Tania	646074	4.44	0	0.00	0.00	0.00	0	0	0	4.44
16	Om Tania & Aruna Tania	909504	6.25	0	0.00	0.00	0.00	0	0	0	6.25
17	Shree Gopal Tania & Vinita Tania	1368022	9.41	0	0.00	0.00	0.00	0	0	0	9.41
18	GPT Sons Private Limited	1633600	11.23	0	0.00	0.00	0.00	0	0	0	11.23
19	GPT Sons Private Limited	2976798	20.47	0	0.00	0.00	0.00	0	0	0	20.47
<b>TOTAL</b>		<b>10873780</b>	<b>74.77</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>74.77</b>

(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

For GPT Infraprojects Limited

*Krishna*  
Company Secretary



(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Happy Home Finance Private Limited	157893	1.09	0	0	0	0	1.09
2	Ayush Keyal	186900	1.29	0	0	0	0	1.29
3	Mahesh Chandra Keyal	188760	1.30	0	0	0	0	1.30
4	Rashmi Keyal	396240	2.72	0	0	0	0	2.72
5	GPT Emoloyees Welfare Trust	200000	1.38	0	0	0	0	1.38
6	Nine Rivers Capital Limited	2168000	14.91	0	0	0	0	14.91
TOTAL		3297793	22.68	0	0	0	0	22.68

For GPT Infraprojects Limited

*R. Mishra*  
Company Secretary

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Nine Rivers Capital Limited	2168000	14.91	0	0	0	0	14.91
	<b>TOTAL</b>	<b>2168000</b>	<b>14.91</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>14.91</b>

For GPT Infraprojects Limited

*Ravishra*  
Company Secretary

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]
1	GPT Sons Private Limited	908600	6.25
2			
	TOTAL	908600	6.25

For GPT Infraprojects Limited  
*R. Krishna*  
 Company Secretary



(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares [i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above]
1	Nil	0	0	0.00
2				0.00
3				0.00
4				0.00
5				0.00
6				0.00
7				0.00
8				0.00
9				0.00
				0.00
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

For GPT Infraprojects Limited

*Ranisha*  
Company Secretary

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	Nil	Nil	0	0.00
2				0.00
3				0.00
4				0.00
5				0.00
6				0.00
	<b>TOTAL</b>	Nil	0	0.00%

For GPT Infraprojects Limited

*Rushia*  
Company Secretary

# GPT INFRAPROJECTS LIMITED

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

**NAME OF THE COMPANY**  
**QUARTER ENDING ON**

**: GPT INFRAPROJECTS LIMITED**  
**: 30<sup>th</sup> September, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(A). Composition of Board	49 I (A)	Yes	
(B). Non- executive Directors' compensation & disclosures	49 I (B)	Yes	
(C). Other provisions as to Board and Committees	49 I (C)	Yes	
(D). Code of Conduct	49 I (D)	Yes	
<b>II. Audit Committee</b>	<b>49 II</b>		
(A). Qualified & Independent Audit Committee	49 II (A)	Yes	
(B). Meeting of Audit Committee	49 II (B)	Yes	
(C). Powers of Audit Committee	49 II (C)	Yes	
(D). Role of Audit Committee	49 II (D)	Yes	
(E). Review of Information by Audit Committee	49 II (E)	Yes	
<b>III. Subsidiary Companies</b>	<b>49 III</b>	Yes	
<b>IV. Disclosures</b>	<b>49 IV</b>	Yes	
(A). Basis of related party transactions	49 IV (A)	Yes	
(B). Disclosure of Accounting Treatment	49 IV (B)	N.A.	Not Applicable
(C). Board Disclosures	49 IV (C)	Yes	
(D). Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	N.A.	Not Applicable
(E). Remuneration of Directors	49 IV (E)	Yes	The clause has been complied with by disclosure of required information in the Annual Report 2012-13 and for the Current F.Y. it will be complied in the Annual Report 2013-14.
(F). Management	49 IV (F)	Yes	..Do..
(G). Shareholders	49 IV (G)	Yes	..Do..
<b>V. CEO/CFO Certification</b>	<b>49 V</b>	Yes	..Do..
<b>VI. Report on Corporate Governance</b>	<b>49 VI</b>	Yes	..Do..
<b>VII. Compliance</b>	<b>49 VII</b>	Yes	Complied

Place: Kolkata  
Date: 9th October, 2013

For GPT Infraprojects Limited

*Raghunath Mishra*  
Raghunath Mishra  
(Company Secretary & Compliance Officer)

