

Ref: GIL/ SE/ REG44/2019-20/42

October 1, 2020

The Secretary,
BSE Limited (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001
Scrip Code : 532775

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

Sub: Voting Results- 17th Annual General Meeting held on September 30, 2020

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) and other applicable regulations, if any, of the Listing Regulations, we submit herewith the voting results of the 17th Annual General Meeting (AGM) of the members of the Company:

| | | |
|---|---|-------------------------------|
| Date of the 17 th Annual General Meeting | : | Wednesday, September 30, 2020 |
| Total number of shareholders on record date (September 24, 2020) | : | 2,15,388 |
| No. of shareholders present in the meeting either in person or through proxy: | | |
| Promoters & Promoters Group | : | Not Applicable |
| Public | : | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing: | | |
| Promoters and Promoters Group | : | 1 |
| Public | : | 115 |

The mode of voting on the resolution was through:

1. Remote e-voting conducted between Sunday, September 27, 2020 and Tuesday, September 29, 2020; and
2. Electronic voting was also available during the AGM of the Company on Wednesday, September 30, 2020.

All the resolutions mentioned in the AGM Notice stand passed under Remote E-voting and Electronic voting at AGM with requisite majority and hence deemed to be passed as on the date of AGM.

Details of the Agenda and the result of ordinary resolutions passed at the Annual General Meeting are attached as Annexure 'A'. The Scrutinizer's Report dated October 1, 2020 duly signed by the Scrutinizer is also attached hereto.

Yours faithfully,
For **GTL Infrastructure Limited**



Nitesh A. Mhatre
Company Secretary



Vikas Arora
Head - Corporate Communications

(Note: This letter is submitted electronically with BSE & NSE through their respective web portals.)

CHETAN A. JOSHI

Company Secretary

G-3, Ground floor, Akanksha CHS, Prashant Nagar, Naupada, Thane- 400602

Tele/ Fax: 022-2544 8282, Mobile No: +91-8291 828282

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2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company can vote electronically on Remote e-voting system or e-voting during AGM, provided by Central Depository Services (India) Limited ("CDSL")
3. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in The Free Press Journal (English) and Navshakti (Marathi) on 9th September, 2020 specifying the date, time and place of the AGM, availability of the notice on the Company's website and the website of the stock exchanges.
4. The Remote e-voting period commenced on Sunday, September 27, 2020 at 09:00 a.m. and ended on Tuesday, September 29, 2020 at 5.00 p.m.
5. The e-voting during AGM commenced on Wednesday, September 30, 2020 at 02.00 p.m. and ended on Wednesday, September 30, 2020 at 03.50 p.m.
6. The Shareholders of the Company as on the "cut off" date i.e. Thursday, September 24, 2020 were entitled to avail the facility of Remote e-voting as well as E voting during 17th Annual General meeting on the proposed resolutions (item no 1 & 2) as set out in the Notice of the AGM dated September 04, 2020.
7. After completion of e-voting during the Annual General meeting, I unblocked the results of the Remote e-voting and e-voting by members during the AGM on the CDSL's e-voting platform and downloaded the results.
8. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the List of shares with differential voting rights.
9. I observed that –
 - a) 294 members had cast their votes through Remote e-voting and
 - b) 8 members had cast their votes through e-voting during the AGM.

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CHETAN
ANANT

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51, postalCode=400602, street=K15,
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pseudoym=641c2a2f574362068872ec7
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Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 17th AGM of GTL Infrastructure Ltd held on 30th September, 2020

CHETAN A. JOSHI

Company Secretary

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The result of the Remote e-voting together with that of E-voting during AGM is as under

Resolution No 1 :- Ordinary Resolution for Adoption of Audited Financial Statements for the year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of Resolution

| No of members voted | | No of votes cast by them | | % of total no of valid votes cast | |
|---------------------|------------|--------------------------|-----------------------|-----------------------------------|--------------|
| Remote E-Voting | 275 | Remote E- Voting | 5,39,25,18,204 | Remote E-Voting | 83.37 |
| E-voting during AGM | 7 | E-voting during AGM | 55,05,86,235 | E-voting during AGM | 8.51 |
| Total | 282 | Total | 5,94,31,04,439 | Total | 91.88 |

(ii) Votes **against** the resolution

| No of members voted | | No of votes cast by them | | % of total no of valid votes cast | |
|---------------------|-----------|--------------------------|---------------------|-----------------------------------|-------------|
| Remote E-Voting | 17 | Remote E- Voting | 52,48,69,857 | Remote E-Voting | 8.11 |
| E-voting during AGM | 1 | E-voting during AGM | 32,468 | E-voting during AGM | 0.00 |
| Total | 18 | Total | 52,49,02,325 | Total | 8.12 |

The Resolution No. 1 mentioned in the AGM Notice as per the details stated above stands passed under Remote e-voting and e-voting during AGM with requisite majority i.e. **91.88%** majority and hence deemed to be passed as on the date of AGM.

Resolution No 2 :- Ordinary Resolution for appointing a Director in place of Mr. Manoj G. Tirodkar (DIN: 00298407) who retires by rotation and, being eligible, offers himself for re-appointment subject to receipt of requisite consents

(i) Voted in **favour** of Resolution

| No of members voted | | No of votes cast by them | | % of total no of valid votes cast | |
|---------------------|------------|--------------------------|-----------------------|-----------------------------------|--------------|
| Remote E-Voting | 239 | Remote E- Voting | 5,86,59,17,365 | Remote E-Voting | 90.69 |
| E-voting during AGM | 6 | E-voting during AGM | 55,01,11,235 | E-voting during AGM | 8.51 |
| Total | 245 | Total | 6,41,60,28,600 | Total | 99.20 |

Report of Scrutinizer on Remote e-voting process & e-voting by the members at the 17th AGM of GTL Infrastructure Ltd held on 30th September, 2020

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Digitally signed by JOSHI CHETAN ANANT
DN: cn=JOSHI CHETAN ANANT,
o=GTIL Infrastructure Ltd, ou=GTIL Infrastructure Ltd,
email=joshi.chetan.anant@gtilinfrastructure.com,
c=IN
Date: 2020.10.01 11:13:23 +05'30'

Resolution 1 : Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Resolution required :(Ordinary / Special)

Ordinary Resolution

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

No

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------------------|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING | 420144016 | 420144016 | 100.00 | 420144016 | 0 | 100.00 | 0.00 |
| | POLL | 420144016 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 420144016 | 420144016 | 100.00 | 420144016 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-VOTING | 8122709300 | 3017020808 | 37.14 | 2497905480 | 519115328 | 82.79 | 17.21 |
| | POLL | 8122709300 | 504990245 | 6.22 | 504990245 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 8122709300 | 3522011053 | 43.36 | 3002895725 | 519115328 | 85.26 | 14.74 |
| Public-Non Institutions | E-VOTING | 3864109171 | 2480223237 | 64.19 | 2474468708 | 5754529 | 99.77 | 0.23 |
| | POLL | 3864109171 | 45628458 | 1.18 | 45595990 | 32468 | 99.93 | 0.07 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 3864109171 | 2525851695 | 65.37 | 2520064698 | 5786997 | 99.77 | 0.23 |
| TOTAL | | 12406962487 | 6468006764 | 52.13 | 5943104439 | 524902325 | 91.88 | 8.12 |

Resolution 2 :Appointment of Mr. Manoj G. Tirodkar (DIN: 00298407) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, subject to receipt of requisite consents as stated in Explanatory Statement.

Resolution required :(Ordinary / Special)

Ordinary Resolution

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

No

| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favor (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------------------|----------------|---------------------------|----------------------------|--|------------------------------|-----------------------------|---|---|
| Promoter & Promoter Group | E-VOTING | 420144016 | 420144016 | 100.00 | 420144016 | 0 | 100.00 | 0.00 |
| | POLL | 420144016 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 420144016 | 420144016 | 100.00 | 420144016 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-VOTING | 8122709300 | 3017020808 | 37.14 | 3017020808 | 0 | 100.00 | 0.00 |
| | POLL | 8122709300 | 504990245 | 6.22 | 504990245 | 0 | 100.00 | 0.00 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 8122709300 | 3522011053 | 43.36 | 3522011053 | 0 | 100.00 | 0.00 |
| Public-Non Institutions | E-VOTING | 3864109171 | 2480224328 | 64.19 | 2428752541 | 51471787 | 97.93 | 2.08 |
| | POLL | 3864109171 | 45628458 | 1.18 | 45120990 | 507468 | 98.89 | 1.11 |
| | POSTAL BALLOT | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | TOTAL | 3864109171 | 2525852786 | 65.37 | 2473873531 | 51979255 | 97.94 | 2.06 |
| TOTAL | | 12406962487 | 6468007855 | 52.13 | 6416028600 | 51979255 | 99.20 | 0.80 |