

Ref. GIL/SE/31/13-14/01

September 17, 2013

The Secretary,
Bombay Stock Exchange Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023

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

Scrip Code : 532775

Trading Symbol : GTLINFRA

Dear Sirs,

Re: Proceedings of the 10th Annual General Meeting held on September 17, 2013.

Pursuant to Clause 31 and other applicable clauses, if any, of the Listing Agreement we enclose proceedings of the 10th Annual General Meeting of the members of the Company held on Tuesday, September 17, 2013 at Navi Mumbai for your record.

Yours truly,
For **GTL Infrastructure Limited**


Nitesh A Mhatre
Jt. Company Secretary


L. Y. Desai
Chief Financial Officer

Encl: as above

GTL INFRASTRUCTURE LIMITED

PROCEEDINGS AT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 17, 2013 AT 01.30 P.M, AT VISHNUDAS BHAVE NATYAGRUHA, SECTOR 16-A, VASHI, NAVI MUMBAI - 400 703.

1. Mr. Manoj G. Tirodkar, Chairman occupied the Chair.
2. The Chairman announced that 105 members in person and 33 members through proxies were present and called the meeting to order.
3. With the permission of the members present, the Notice of the Meeting was taken as read. The Chairman also informed the meeting that Register of Directors Shareholding and other statutory registers / records as required under the Companies Act, 1956 were kept open for inspection. The Chairman tabled at the Meeting the Certificate dated September 14, 2013 received from M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants, the Joint Auditors of the Company, certifying that all the ESOS Schemes of the Company were implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time and the resolutions passed by the shareholders in this behalf.
4. At the request of the Chairman, Mr. Nitesh A Mhatre, Joint Company Secretary, read the Auditor's Report.
5. The Chairman then requested the members present to raise queries on Audited Accounts and other related matters. Accordingly, Mr. P. K. Agnihotri, Mr. Jiten R. Parikh, Mrs. Smita Shah, Mrs. Shobhana Mehta, Mr. Bharat Shah, Mr. Aspi Bhesania, Mr. Dinesh Bhatia, Mr. Kirti Shah, Mrs. Homayun Pouredehi, Mr. Ronald Fernandes, Mr. Yusuf Rangwala, Mrs. C. E. Mascerenhas, Mr. Prabhakar Kuvalekar, Mr. Nilesh Sheode and Mr. Dinoo Ashhar, Shareholders raised various queries and the Chairman suitably replied the same.
6. The Chairman, thereafter, took up items listed in the Notice one by one for transaction as under:

- i **Adoption of Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon**

Proposed by : Mr. Jehangir R Batiwala

Seconded by : Mr. Bharat Shah



The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as an Ordinary Resolution.

ii **Appointment of Mr. Vijay Vij, Director of the Company:**

Proposed by : Mr. Aspi Bhesania

Seconded by : Mr. Kirti Shah

The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as an Ordinary Resolution.

iii **Appointment of Mr. Vinod Agarwala as Director of the Company:**

Proposed by : Mr. Jehangir R Batiwala

Seconded by : Mr. Ronald Fernandes

The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as an Ordinary Resolution.

iv **Non-filing up of vacancy created due to sad demise of Mr. S. P. Talwar as Director of the Company:**

Proposed by : Mrs. Hodayun Pouredahi

Seconded by : Mrs. Smita Shah

The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as an Ordinary Resolution.

v **Appointment of M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants, as Joint Auditors of the Company.**

Proposed by : Mrs. Bharat Shah

Seconded by : Mrs. C. E. Mascarenhas



The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as a Special Resolution.

vi **Cancellation of "GTL Infrastructure Limited – Employees Stock Option Scheme (ESOS Scheme 2005):**

Proposed by : Mr. Jehangir R Batiwala

Seconded by : Mrs. Smita Shah

The Chairman then put the Resolution to vote by show of hands. After ascertaining the votes in favour and against the Resolution, the Chairman declared that the Resolution was passed unanimously as a Special Resolution.

7. The Chairman thereafter announced conclusion of the meeting.
8. Mrs. C. E. Mascarenhas proposed a Vote of Thanks to the chair.

For GTL Infrastructure Limited

N.A. Mhatre
Nitesh A. Mhatre
Joint Company Secretary

