

## GTL LIMITED

Details of Voting Result pursuant to Clause 35A of the Listing Agreement of the 25<sup>th</sup> Annual General Meeting (AGM) of the members of GTL Limited.

| Sr. No. | Description  | Particulars                                 |                              |              |
|---------|--|---|------------------------------|--------------|
| 1.      | <b>Date of AGM</b>   | Tuesday, September 17, 2013                 |                              |              |
| 2.      | <b>Date of Book Closure</b>  | Tuesday, September 17, 2013                 |                              |              |
| 3.      | <b>Total no. of shareholders on record date</b>  | 94,657                                      |                              |              |
| 4.      | <b>No. of shareholders present in the meeting either in person or through proxy</b>                                  |   |                              |              |
|         | <b>Category</b>  | <b>Present in Person</b>                    | <b>Present through Proxy</b> | <b>Total</b> |
| a.      | <b>Promoter and Promoter Group</b>   | 1   | 3                            | 4            |
| b.      | <b>Public</b>  | 88  | 16                           | 104          |
|         | <b>Total</b>   | <b>89</b>                                   | <b>19</b>                    | <b>108</b>   |
| 5.      | <b>No. of shareholders attended the meeting through video conferencing</b><br>Promoters & Promoter Group:<br>Public: | No video conferencing facility was arranged |                              |              |

### 6. Details of Agenda and Voting Result

| Item no. | Details of Agenda   | Resolution Required | Mode of Voting | Result             |
|----------|---|---------------------|----------------|--------------------|
| i.       | Adoption of Audited Accounts for the Financial Year ended March 31, 2013 and the reports of Board of Directors and Auditors | Ordinary            | Show of Hands  | Passed Unanimously |



|       |   |          |               |                    |
|-------|---|----------|---------------|--------------------|
|       | thereon.  |          |               |                    |
| ii.   | Appointment of Prof. Shamkant B. Navathe as a Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.  | Ordinary | Show of Hands | Passed Unanimously |
| iii.  | Appointment of M/s. Godbole Bhawe & Co., Chartered Accountants, Mumbai and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai as Joint Auditors of the Company to hold office from conclusion of this AGM till conclusion of the next AGM. | Special  | Show of Hands | Passed Unanimously |
| iv.   | Non filling-up of vacancy caused by retirement of Mr. Sukanta Kumar Roy - Director who did not seek re-appointment.   | Ordinary | Show of Hands | Passed Unanimously |
| v.    | Appointment of Mr. Arun Prabhukhanolkar as a Director of the Company.   | Ordinary | Show of Hands | Passed Unanimously |
| vi.   | Appointment of Mr. Arun Prabhukhanolkar as a Whole-time Director of the Company.  | Special  | Show of Hands | Passed Unanimously |
| vii.  | Re-appointment of Mr. Manoj G. Tirodkar as the Chairman & Managing Director of the Company.   | Special  | Show of Hands | Passed Unanimously |
| viii. | Substitution of the words describing Relevant date appearing in point (a) of the second paragraph of Resolution no. 11 passed at  | Special  | Show of Hands | Passed Unanimously |



|     |   |         |               |                    |
|-----|---|---------|---------------|--------------------|
|     | the 24 <sup>th</sup> Annual General Meeting.  |         |               |                    |
| ix. | Ratification of the decision of the Board cancelling all outstanding and unvested warrants with the employees under earlier ESOP Schemes. | Special | Show of Hands | Passed Unanimously |

**For GTL Limited**

**Vidyadhar A. Apte  
Company Secretary**