

REF: GIL/PB/SE/2014-15/82

September 25, 2014

|   |   |
|---|---|
| <p><b>The Secretary</b><br/><b>BSE Limited</b><br/>Phiroze Jeejeebhoy Towers,<br/>25th Floor, Dalal Street,<br/>Fort, Mumbai 400 023.</p> | <p><b>The Secretary</b><br/><b>National Stock Exchange of India Ltd.</b><br/>Exchange Plaza, 5th Floor,<br/>Plot No. C/1, G Block,<br/>Bandra Kurla Complex,<br/>Bandra (East), Mumbai 400 051.</p> |
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Dear Sirs,

**Re: Declaration of results of Resolutions passed through Postal Ballot.**

We refer to our letter bearing Ref. No. GIL/AGM/2014-15/64 dated August 19, 2014 enclosing therewith the Postal Ballot Notice dated May 21, 2014 together with the Postal Ballot Form (including electronic voting) pursuant to Section 110 of the Companies Act, 2013, read with the Rules made thereunder.

Mr. Chetan A. Joshi, Practicing Company Secretary, the Scrutinizer has submitted his combined report dated September 23, 2014, on postal ballot including voting by electronic means.

The Chairman has declared the results today i.e. September 25, 2014, based on the report submitted by the Scrutinizer, stating that the following resolutions have been passed by requisite majority through Postal Ballot (including voting by electronic means).

Pursuant to Clause 31, Clause 35A and other applicable clauses, if any, of the Listing Agreement we submit herewith the voting results of the aforesaid Postal Ballot:

|   |   |                              |
|---|---|------------------------------|
| Date of the Extra-ordinary General Meeting (Postal Ballot)                    | : | Thursday, September 25, 2014 |
| Total number of shareholders on record date (August 8, 2014)                  | : | 1,88,989                     |
| No. of shareholders present in the meeting either in person or through proxy: |   |                              |
| Promoters and Promoter Group  | : | NIL                          |
| Public  | : | 1                            |
| No. of Shareholders attended the meeting through Video Conferencing:          |   |                              |
| Promoters and Promoter Group  | : | N/A                          |
| Public  | : | N/A                          |

**Details of the Agenda**

**Resolutions required:** Special Resolutions.

**Mode of voting:** Postal Ballot including voting by electronic means between Sunday, August 24, 2014 from 09:00 A.M. and Monday, September 22, 2014 at 06:00 P.M.

## (AGENDA – WISE)

**Resolution 1:** Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, empowering the Company for creation of charges /mortgage.

| Promoter/Public                | 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    | 62,88,26,075          | 62,88,26,075        | 100.00                                  | 62,88,26,075             | -                      | 100.00                               | 0.00                               |
| Public – Institutional holders | 1,19,79,52,517        | 30,99,13,350        | 25.87                                   | 30,63,46,968             | 35,66,382              | 98.85                                | 1.15                               |
| Public-Others                  | 49,27,26,980          | 2,37,56,461         | 4.82                                    | 2,36,45,748              | 1,10,713               | 99.53                                | 0.47                               |
| <b>Total</b>                   | <b>2,31,95,05,572</b> | <b>96,24,95,886</b> | <b>41.50</b>                            | <b>95,88,18,791</b>      | <b>36,77,095</b>       | <b>99.62</b>                         | <b>0.38</b>                        |

**Resolution 2:** Resolution under Section 186(3) of the Companies Act, 2013, read with Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, thereby empowering the Company for giving loans, guarantee or providing security in connection with loan to any other body corporate or a person and acquiring securities of any other body corporate, whether existing or new.

| Promoter/Public                | 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    | 62,88,26,075          | 62,88,26,075        | 100.00                                  | 62,88,26,075             | -                      | 100.00                               | 0.00                               |
| Public – Institutional holders | 1,19,79,52,517        | 30,99,13,350        | 25.87                                   | 30,63,46,968             | 35,66,382              | 98.85                                | 1.15                               |
| Public-Others                  | 49,27,26,980          | 2,37,55,636         | 4.82                                    | 2,36,55,309              | 1,00,327               | 99.58                                | 0.42                               |
| <b>Total</b>                   | <b>2,31,95,05,572</b> | <b>96,24,95,061</b> | <b>41.50</b>                            | <b>95,88,28,352</b>      | <b>36,66,709</b>       | <b>99.62</b>                         | <b>0.38</b>                        |

Please acknowledge receipt.

Thanking you,  
Yours truly,  
For GTL Infrastructure Limited

  
Nitesh Mhatre  
Company Secretary

  
Rahul Desai  
Head – Capital Markets & Investor Relations

cc: Central Depository Services (India) Ltd., Mumbai