

REF: GTL/CS-SE/2014-15/032      September 17, 2014

**The Secretary**  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers,  
 25th Floor, Dalal Street,  
 Fort, Mumbai 400 023

**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

Fax: 22723121 / 22723719

Fax: 26598237 / 26598238

Dear Sirs,

**Re: Voting Results - 26<sup>th</sup> Annual General Meeting held on September 16, 2014.**

Pursuant to Clause 35A and other applicable clauses, if any, of the Listing Agreement we submit herewith the voting results of the 26<sup>th</sup> Annual General Meeting of the members of the Company:

Date of the 26 <sup>th</sup> Annual General Meeting	:	Tuesday, September 16, 2014
Total number of shareholders on record date (August 8, 2014)	:	88,488
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	1
Public	:	106
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

#### Details of the Agenda

The mode of voting on the resolutions was through:

1. E-Voting conducted between September 10, 2014 and September 12, 2014
2. Poll (through Ballot Form) conducted at the Meeting on September 16, 2014

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## (AGENDA – WISE)

<b>Resolution 1: Adoption of Financial Statements and the Reports of Board of Directors and Auditors as at March 31, 2014. (Ordinary Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,45,570	1,829	99.95%	0.05%
Public-Others	4,62,41,388	13,89,772	3.01%	13,89,252	520	99.96%	0.04%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,14,816</b>	<b>2,349</b>	<b>100.00%</b>	<b>0.00%</b>

<b>Resolution 2: Appointment of M/s. Godbole Bhawe &amp; Co, Chartered Accountants and M/s. Yeolekar &amp; Associates, Chartered Accountants as Joint Auditors and fixing their remuneration. (Ordinary Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,85,251	4,521	99.67%	0.33%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,644</b>	<b>4,521</b>	<b>99.99%</b>	<b>0.01%</b>

<b>Resolution 3: Appointment of Mr. Vijay Vij as an Independent Director. (Ordinary Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,87,251	2,521	99.82%	0.18%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,14,644</b>	<b>2,521</b>	<b>100.00%</b>	<b>0.00%</b>

## (AGENDA – WISE)

Resolution 4: Appointment of Mr. D. S. Gunasingh as an Independent Director. (Ordinary Resolution)							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,87,251	2,521	99.82%	0.18%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,14,644</b>	<b>2,521</b>	<b>100.00%</b>	<b>0.00%</b>

Resolution 5: Appointment of Prof. Shamkant B. Navathe as an Independent Director. (Ordinary Resolution)							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,45,570	1,829	99.95%	0.05%
Public-Others	4,62,41,388	13,89,772	3.01%	13,87,252	2,520	99.82%	0.18%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,816</b>	<b>4,349</b>	<b>99.99%</b>	<b>0.01%</b>

Resolution 6: Appointment of Mr. Navin J. Kripalani as an Independent Director. (Ordinary Resolution)							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,85,251	4,521	99.67%	0.33%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,644</b>	<b>4,521</b>	<b>99.99%</b>	<b>0.01%</b>

## (AGENDA – WISE)

<b>Resolution 7: Not to fill the vacancy caused by retirement of Mr. Hemant S. Desai, Director. (Ordinary Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,85,251	4,521	99.67%	0.33%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,644</b>	<b>4,521</b>	<b>99.99%</b>	<b>0.01%</b>

<b>Resolution 8: Approval of remuneration being paid to M/s. V. G. Phadke &amp; Co., Cost Accountants as Cost Auditor. (Ordinary Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,47,399	-	100.00%	0.00%
Public-Others	4,62,41,388	13,89,772	3.01%	13,85,251	4,521	99.67%	0.33%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,644</b>	<b>4,521</b>	<b>99.99%</b>	<b>0.01%</b>

<b>Resolution 9: Approval to the Board of Directors to borrow a sum not exceeding Rs. 7000 Cr. (Special Resolution)</b>							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,45,570	1,829	99.95%	0.05%
Public-Others	4,62,41,388	13,89,772	3.01%	13,85,052	4,720	99.66%	0.34%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,10,616</b>	<b>6,549</b>	<b>99.99%</b>	<b>0.01%</b>



## (AGENDA – WISE)

Resolution 10: Authority to issue securities either through Public Issue or through Private Placement. (Special Resolution)							
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	6,95,79,994	6,95,79,994	100.00%	6,95,79,994	-	100.00%	0.00%
Public – Institutional holders	4,14,75,399	40,47,399	9.76%	40,45,570	1,829	99.95%	0.05%
Public-Others	4,62,41,388	13,89,772	3.01%	13,87,252	2,520	99.82%	0.18%
<b>Total</b>	<b>15,72,96,781</b>	<b>7,50,17,165</b>	<b>47.69%</b>	<b>7,50,12,816</b>	<b>4,349</b>	<b>99.99%</b>	<b>0.01%</b>

Please acknowledge receipt.

Thanking you,

Yours truly,  
For **GTL Limited**

Vidyadhar A. Apte  
Company Secretary

Rahul Desai  
Head – Capital Markets & Investor Relations

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