

GIL/SE/REG44/2016-17/54

September 22, 2016

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

The Secretary  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, BKC,  
Bandra (East), Mumbai 400 051

Scrip Code : 532775  
Fax No. 2272 2037/2272 3719

Trading Symbol : GTLINFRA  
Fax No. : 2659 8237/38

Dear Sir/Madam,

**Sub: Voting Results - 13<sup>th</sup> Annual General Meeting held on September 21, 2016**

Pursuant to Regulation 44(3) of 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 13<sup>th</sup> Annual General Meeting of the members of the Company:

Date of the 13 <sup>th</sup> Annual General Meeting	:	Wednesday, September 21, 2016
Total number of shareholders on record date (September 14, 2016)	:	181,632
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	1
Public	:	104
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

The mode of voting on the resolutions was through:

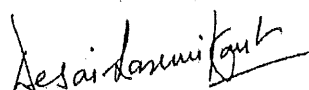
1. Remote e-voting conducted between Sunday, September 18, 2016 and Tuesday, September 20, 2016; and
2. Electronic voting (Insta-Poll), conducted at the venue of the Meeting on September 21, 2016.

Details of the Agenda and the result of ordinary resolutions passed at the 13<sup>th</sup> Annual General Meeting are attached as Annexure 'A'. The Scrutinizer's Report dated September 21, 2016 duly signed by the Scrutinizer and by the Chairman of the Meeting is also attached hereto.

Yours truly,  
For **GTL Infrastructure Limited**



**Nitesh A. Mhatre**  
Company Secretary



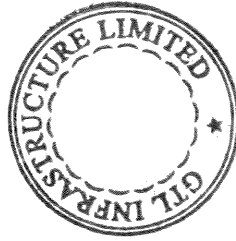
**Laxmikant Y. Desai**  
Chief Financial Officer

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

## Annexure A

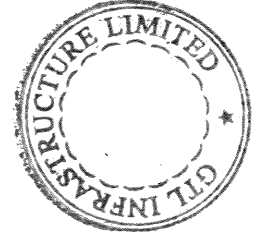
Resolution 1: Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special):		Ordinary						
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 favour (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 and Promoter Group	Remote E-Voting		628826075	100	628826075	0	100	0
	E-Voting (Insta-Poll)		0	0	0	0	0	0
	Poll	628826075	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		628826075	100	628826075	0	100	0
Public- Institutions	Remote E-Voting		266129775	21.1734	266129775	0	100	0
	E-Voting (Insta-Poll)		0	0	0	0	0	0
	Poll	1256908892	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		266129775	21.1734	266129775	0	100	0
Public- Non Institutions	Remote E-Voting		26851661	5.3906	26850659	1002	99.9963	0.0037
	E-Voting (Insta-Poll)		2130062	0.4276	2130040	22	99.9990	0.0010
	Poll	498124326	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28981723	5.8182	28980699	1024	99.9965	0.0035
<b>Total</b>		<b>2383859293</b>	<b>923937573</b>	<b>38.7581</b>	<b>923936549</b>	<b>1024</b>	<b>99.9999</b>	<b>0.0001</b>



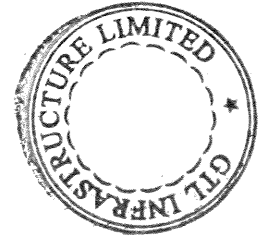
**Resolution 2: Appointment of Mr. Manoj G. Tirodkar (DIN: 00298407) as a Director of the Company, who retires by rotation and is eligible for re-appointment.**

Resolution required: (Ordinary/ Special):		Ordinary									
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 favour (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 and Promoter Group	Remote E-Voting		628826075	100	628826075	0	100	0			
	E-Voting (Insta-Poll)		0	0	0	0	0	0			
	Poll	628826075	0	0	0	0	0	0			
	Postal Ballot (if applicable)		0	0	0	0	0	0			
Public- Institutions	Total		628826075	100	628826075	0	100	0			
	Remote E-Voting		266129775	21.1734	266129775	0	100	0			
	E-Voting (Insta-Poll)	1256908892	0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
Public- Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0			
	Total		266129775	21.1734	266129775	0	100	0			
	Remote E-Voting		26851661	5.3906	24849319	2002342	92.5429	7.4571			
	E-Voting (Insta-Poll)	498124326	2130062	0.4276	2130040	22	99.9990	0.0010			
Total	Poll		0	0	0	0	0	0			
	Postal Ballot (if applicable)		0	0	0	0	0	0			
	Total	2383859293	28981723	5.8182	26979359	2002364	93.0909	6.9091			
	Total		923937573	38.7581	921935209	2002364	99.7833	0.2167			



**Resolution 3: Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No. 101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No. 102489W) as the Joint Auditors and fixing their remuneration.**

Resolution required: (Ordinary/ Special):		Ordinary						
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 favour (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 and Promoter Group	Remote E-Voting		628826075	100	628826075	0	100	0
	E-Voting (Insta-Poll)		0	0	0	0	0	0
	Poll	628826075	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Institutions	Total		628826075	100	628826075	0	100	0
	Remote E-Voting		266129775	21.1734	266129775	0	100	0
	E-Voting (Insta-Poll)		0	0	0	0	0	0
	Poll	1256908892	0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		266129775	21.1734	266129775	0	100	0
	Remote E-Voting		26851661	5.3906	24849319	2002342	92.5429	7.4571
	E-Voting (Insta-Poll)		2130062	0.4276	2130040	22	99.9990	0.0010
Total	Poll	498124326	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2383859293	923937573	38.7581	921935209	2002364	93.0909	6.9091
							99.7833	0.2167





**CHETAN A. JOSHI**

B.Com., L.L.B., ACS  
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.  
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

**FORM No. MGT-13**

**Consolidated Scrutinizer Report**

**[Pursuant to rule section 108/109 of the Companies Act, 2013 and Rule 20/21 of the Companies (Management and Administration) Rules, 2014]**

Date: 21<sup>st</sup> September, 2016

NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED(CIN: L74210MH2004PLC144367)
MEETING	13 <sup>TH</sup> Annual General meeting (AGM)
DAY, DATE & TIME	Wednesday, 21 <sup>st</sup> September, 2016 at 01:30 P.M.
VENUE	Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra

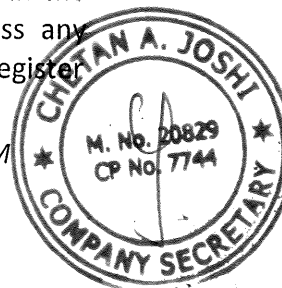
To,  
The Chairman,  
GTL Infrastructure Limited,  
Vishnudas Bhave Natyagruha, Sector 16-A,  
Vashi, Navi Mumbai 400703, Maharashtra.

Dear Sir,

I, Chetan Anant Joshi, Practicing Company Secretary having my office at G/3, Ground Floor, Akanksha CHS, Prashant Nagar, Near Naupada Police station, Naupada, Thane (W) 400602 was appointed as Scrutinizer by the Board of the Directors of GTL Infrastructure Limited ("the Company") at its meeting held on April 26, 2016 for the purpose of scrutinizing the Remote e-voting and the poll through Electronic Voting system (Insta-Poll) at the 13<sup>th</sup> Annual General Meeting of the Company held on Wednesday 21<sup>st</sup> September 2016 at 01.30 p.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra, in accordance with Section 108 & 109 of Companies Act, 2013 ('Act') read with Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014 & provisions of Regulation 44 of SEBI( Listing Obligations & Disclosure Requirements) Regulations, 2015. I submit my report as under:

1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Electronic copy of the Notice convening the Annual General Meeting of the Company along with the process of e-voting were sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register

Report of Scrutinizer on Remote e-voting & Insta-Poll of GTL Infrastructure Ltd at the 13<sup>th</sup> AGM



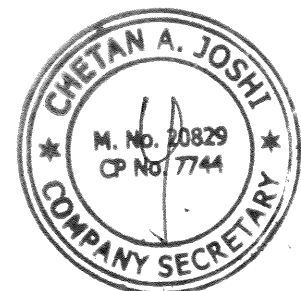


**CHETAN A. JOSHI**

B.Com., L.L.B., ACS  
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.  
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

- their e-mail addresses, physical copies of the Notice of Annual General Meeting of the Company along with process of e-voting were sent to the members in the permitted mode.
2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on Remote e-voting system, provided by Central Depository Services (India ) Limited ("CDSL")
  3. The public advertisement with respect to dispatch of Notices and conducting of voting through electronic means was published in English newspaper of wide circulation (Free Press Journal) and a vernacular newspaper (Navashakti) on 27<sup>th</sup> August, 2016.
  4. The Remote e-voting period commenced on Sunday September 18, 2016 at 09:00 a.m. and ended on Tuesday 20<sup>th</sup> September, 2016 at 5.00 p.m.
  5. The Shareholders of the Company as on the "cut off" date i.e. Wednesday 14<sup>th</sup> September, 2016 were entitled to avail the facility of Remote e-voting as well as Insta-Poll at the Annual General meeting on the proposed resolutions (item no 1 to 3) as set out in the Notice of the AGM dated 26<sup>th</sup> April, 2016.
  6. Voting by Insta-Poll was made available through Central Depository Services (India) Limited.
  7. The members who were present at the Meeting but had not cast their votes by Remote e-Voting were allowed to vote through Insta-Poll at the Annual General meeting.
  8. After completion of Insta-poll at the Annual General meeting, the votes casts through Insta-Poll were unblocked in the presence of two witnesses viz. Mr. Alok D. Prabhu R/o. 26, Laxmi Nivas, Ghantali Devi Road, Thane (W) 400602 & Mr. Abhishek H. Bhate R/o. A/3, Rajdeep CHS, Opp IT office, Gokhale Road, Naupada, Thane (W) 400602, who were not in the employment of the Company.





**CHETAN A. JOSHI**

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Company Secretary

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9. Thereafter, the votes cast through Remote e-voting were unblocked after completion of Insta-Poll at the Annual General meeting in the presence of two witnesses viz. Mr. Alok D. Prabhu R/o. 26, Laxmi Nivas, Ghantali Devi Road, Thane (W) 400602 & Mr. Abhishek H. Bhate R/o. A/3, Rajdeep CHS, Opp IT office, Gokhale Road, Naupada, Thane (W) 400602, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Alok D. Prabhu

Mr. Abhishek H. Bhate

10. 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.

11. I observed that –

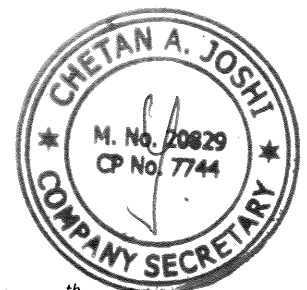
- 177 members had cast their votes through Remote e-voting and
- 57 members had cast their votes through Insta-Poll facility provided at the meeting.

The result of the E-voting together with that of Insta-Poll is as under

**Resolution No 1 :-** Ordinary Resolution to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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	
E- Voting	175	E- Voting	92,18,06,509	E- Voting	99.999891
Insta-Poll	54	Insta-Poll	21,30,040	Insta-Poll	99.998967
Total	229	Total	92,39,36,549	Total	99.999889



**CHETAN A. JOSHI**B.Com., L.L.B., ACS  
Company SecretaryB/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.  
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in**(ii) Votes against the resolution**

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	2	E- Voting	1,002	E- Voting	0.000109
Insta-Poll	3	Insta-Poll	22	Insta-Poll	0.001033
Total	5	Total	1,024	Total	0.000111

**Resolution No 2 :-** Ordinary Resolution for re-appointment of Mr. Manoj G. Tirodkar (DIN: 00298407) as a Director of the Company, who retires by rotation.**(i) Voted in favour of Resolution**

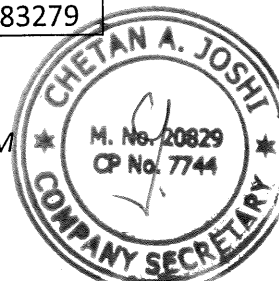
No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	172	E- Voting	91,98,05,169	E- Voting	99.782781
Insta-Poll	54	Insta-Poll	21,30,040	Insta-Poll	99.998967
Total	226	Total	92,19,35,209	Total	99.783279

**(ii) Votes against the resolution**

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	5	E- Voting	20,02,342	E- Voting	0.217219
Insta-Poll	3	Insta-Poll	22	Insta-Poll	0.001033
Total	8	Total	20,02,364	Total	0.216721

**Resolution No 3 :-** Ordinary resolution for ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No.102489W) as the Joint Auditors and fixing their remuneration**(i) Voted in favour of Resolution**

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	172	E- Voting	91,98,05,169	E- Voting	99.782781
Insta-Poll	54	Insta-Poll	21,30,040	Insta-Poll	99.998967
Total	226	Total	92,19,35,209	Total	99.783279







**CHETAN A. JOSHI**

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Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	5	E- Voting	20,02,342	E- Voting	0.217219
Insta-Poll	3	Insta-Poll	22	Insta-Poll	0.001033
Total	8	Total	20,02,364	Total	0.216721

All the resolutions mentioned in the AGM Notice as per the details stated above stand passed under Remote e-voting and Insta-Poll at AGM with requisite majority and hence deemed to be passed as on the date of AGM.

All electronic data & other relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves & signs the Minutes of the 13<sup>th</sup> Annual general meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully

Chetan A. Joshi  
(Practising Company Secretary)  
(ACS: 20829, CP: 7744)

Place: Thane

Date: 21/09/2016



Received  
For GTL Infrastructure Limited

Director