

GIL/SE/REG30/2016-17/53

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: Proceedings of the 13th Annual General Meeting held on September 21, 2016**

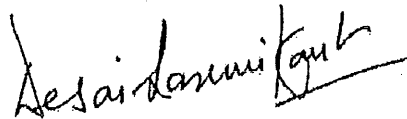
Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Part A of Schedule III and other applicable Regulations, if any, of the Listing Regulations we enclose proceedings of the 13th Annual General Meeting of the Members of the Company held on Wednesday, September 21, 2016 at Navi Mumbai for your record.

You are requested to take the same on your record and kindly acknowledge the receipt.

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.)*

**GTL INFRASTRUCTURE LIMITED**

**PROCEEDINGS AT THE THIRTEENTH ANNUAL GENERAL MEETING (AGM) OF THE  
COMPANY HELD ON WEDNESDAY, SEPTEMBER 21, 2016, AT 1.30 P.M AT VISHNUDAS  
BHAVE NATYAGRUHA, SECTOR 16-A, VASHI, NAVI MUMBAI - 400 703, MAHARASHTRA,  
INDIA**

1. The Chairman of the Company took the Chair.
2. The Chairman announced that 105 members were present in person and called the meeting to order.
3. With the permission of the members present, the Chairman took the Notice of the meeting. The Chairman also announced that the Register of Directors Shareholding and Key Managerial Personnel and their shareholding, Register of Contracts, the Proxy Register, if any, and other statutory registers / records as required under the Companies Act, 2013 were produced at the meeting and the same shall remain open and accessible during the continuance of the meeting for any person having the right to inspect the same.
4. The Chairman, thereafter, requested Mr. Nitesh A. Mhatre - Company Secretary to read the Joint Auditors' Report. Mr. Mhatre read the Auditors' Report, particularly the emphasis of matters stated in the Auditors' Report.
5. The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had extended e-voting facility to its members in respect of all businesses to be transacted at the 13<sup>th</sup> AGM between from 09:00 AM on Sunday, September 18, 2016 up to 05:00 PM on Tuesday, September 20, 2016, in proportion to their shareholding as on cut-off date of September 14, 2016. He also informed that Mr. Chetan Joshi, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner.
6. The Chairman then informed the Members that such Members who had not voted earlier through the remote electronic voting means could vote through the e-voting process to be conducted at the AGM venue as per the requirements of the Companies Act, 2013 and the Rules made thereunder. After the conclusion of electronic voting at the AGM, the scrutinizer will unblock the votes cast through Remote e-voting and e-voting at the AGM venue in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days of conclusion of the meeting. Immediately after submission of the consolidated Scrutinizer's Report, the Results on all resolutions shall be declared, which will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.

7. The Chairman, thereafter, took up the Item Nos. 1 to 3 of the businesses as detailed in the Notice dated April 26, 2016 convening the 13<sup>th</sup> AGM for transaction and invited queries from Members on Audited Financial Statements and related matters. Accordingly, 13 Members raised various queries and the Chairman suitably replied/clarified all the queries for the satisfaction of the same.
8. The Chairman then informed the Members that since the e-voting was mandatory and as the Company has already made the said facility available to the members for all the resolutions being transacted in the AGM, there was no requirement for the members for proposing or seconding each resolution.
9. The Chairman then ordered poll to be taken and requested the members those who have not voted earlier through Remote e-voting means, to cast their vote electronically at the AGM venue and requested Company Secretariat staff for directing the members to the specified area in the lobby of the hall where the Company had made the necessary arrangements for electronic voting.
10. The Chairman thanked the Members present and with a vote of thanks to the chair, the Chairman concluded the Meeting.
11. Based on the Scrutinizer's Report, the Voting Results (remote e-voting & e-voting at the AGM venue(Insta-Poll)) were intimated to the Stock Exchanges in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on September 22, 2016 and the same were uploaded on the website of the Agency appointed for conducting e-voting i.e. Central Depository Services (India) Limited as well as on the website of the Company i.e. [www.gtlinfra.com](http://www.gtlinfra.com). A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
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.	Ordinary	92,39,36,549	99.999889	1,024	0.000111
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.	Ordinary	92,19,35,209	99.783279	20,02,364	0.216721
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.	Ordinary	92,19,35,209	99.783279	20,02,364	0.216721

For GTL Infrastructure Limited

*N.A. Mhatre*  
Nitesh A. Mhatre  
Company Secretary