

Ref: GIL/ SE/ REG44/2016-17/127

March 17, 2017

**The Secretary,**  
BSE Limited (BSE)  
P. J. Tower, Dalal Street,  
Mumbai 400 023  
Fax No. 2272 2037/2272 3719  
Scrip Code : 532775

**The Secretary**  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051  
Fax No. : 2659 8237/38  
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

**Sub: Voting Results- Extra- ordinary General Meeting held on March 16, 2017.**

Pursuant to Regulation 44(3) of the 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 Extra-ordinary General Meeting (EGM) of the member of the Company:

Date of the Extra- ordinary General Meeting	:	Thursday, March 16, 2017
Total number of shareholders on record date (March.09, 2017)	:	180,640
No. of shareholders present in the meeting either in person or through proxy:		
Promoters & Promoters Group	:	2
Public	:	126
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoters Group	:	N/A
Public	:	N/A


The mode of voting on the resolution was through:


1. Remote e-voting conducted between Monday, March 13, 2017 and Wednesday, March 15, 2017;  
and
2. Electronic voting (Insta- Poll), conducted at the venue of the Meeting on March 16, 2017.

All the resolutions mentioned in the EGM Notice stand passed under Remote E-voting and Electronic voting (Insta-Poll) at EGM with requisite majority and hence deemed to be passed as on the date of EGM.

Details of the Agenda and the result of special and ordinary resolutions passed at the Extra- ordinary General Meeting are attached as Annexure 'A'. The Scrutinizer's Report dated March 16, 2017 duly signed by the Scrutinizer and by the Chairman of the Meeting is also attached hereto.

Yours faithfully,  
For GTL Infrastructure Limited

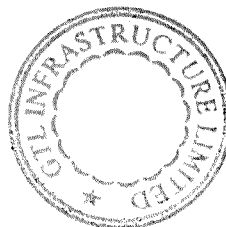
  
**Nitesh A. Mhatre**  
Company Secretary

  
**Laxmikant Y. Desai**  
Chief Financial Officer

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

## Annexure A

Resolution 1: To convert Debt into Equity under SDR Scheme and consequently issue and allot equity shares to CDR / JLF lenders.								
Resolution required: (Ordinary/ Special):		Special						
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	628826075	100.0000	628826075	0	100.0000	-
	E-Voting (Insta-Poll)		0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		628826075	100.0000	628826075	0	100.0000	-
Public- Institutions	Remote E-Voting	1199943390	793090007	66.0940	792729140	360867	99.9545	0.0455
	E-Voting (Insta-Poll)		36833656	3.0696	36833656	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		829923663	69.1636	829562796	360867	99.9565	0.0435
Public- Non Institutions	Remote E-Voting	631313885	86724521	13.7371	86724479	42	100.0000	0.00005
	E-Voting (Insta-Poll)		4527141	0.7171	4527141	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		91251662	7.6047	91251620	42	100.0000	0.00005
<b>Total</b>		<b>2460083350</b>	<b>1550001400</b>	<b>63.0061</b>	<b>1549640491</b>	<b>360909</b>	<b>99.9766</b>	<b>0.0234</b>



**Resolution 2: To restructure the outstanding Foreign Currency Convertible Bonds.**

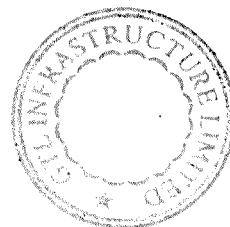
**Resolution required: (Ordinary/ Special):**

Special

**Whether promoter/ promoter group are interested in the agenda/resolution?**

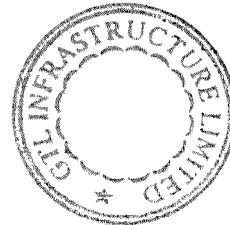
No

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	628826075	100.0000	628826075	0	100.0000	-
	E-Voting (Insta-Poll)		0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		628826075	100.0000	628826075	0	100.0000	-
Public- Institutions	Remote E-Voting	1199943390	734957577	61.2494	734596710	360867	99.9509	0.0491
	E-Voting (Insta-Poll)		36833556	3.0696	36833556	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		771791133	64.3190	771430266	360867	99.9532	0.0468
Public- Non Institutions	Remote E-Voting	631313885	86724521	13.7371	86724479	42	100.0000	0.00005
	E-Voting (Insta-Poll)		4527141	0.7171	4527141	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		91251662	14.4542	91251620	42	100.0000	0.00005
<b>Total</b>		<b>2460083350</b>	<b>1491868870</b>	<b>60.6430</b>	<b>1491507961</b>	<b>360909</b>	<b>99.9758</b>	<b>0.0242</b>



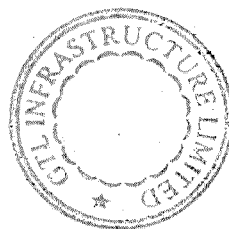
**Resolution 3: To create, issue, offer and allot Foreign Currency Convertible Bonds / Equity Shares / Compulsorily Convertible Preference Shares.**

<b>Resolution required: (Ordinary/ Special):</b>		Special						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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	628826075	100.0000	628826075	0	100.0000	-
	E-Voting (Insta-Poll)		0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		628826075	100.0000	628826075	0	100.0000	-
Public- Institutions	Remote E-Voting	1199943390	678936098	56.5807	678575231	360867	99.9468	0.0532
	E-Voting (Insta-Poll)		36833556	3.0696	36833556	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		715769654	59.6503	715408787	360867	99.9496	0.0504
Public- Non Institutions	Remote E-Voting	631313885	86724521	13.7371	86724479	42	100.0000	0.00005
	E-Voting (Insta-Poll)		4527141	0.7171	4527141	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		91251662	14.4542	91251620	42	100.0000	0.00005
<b>Total</b>		<b>2460083350</b>	<b>1435847391</b>	<b>58.3658</b>	<b>1435486482</b>	<b>360909</b>	<b>99.9749</b>	<b>0.0251</b>



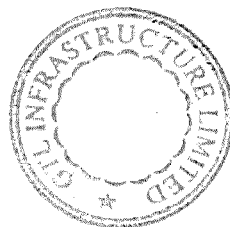
**Resolution 4: To increase Authorised Share Capital and alter Capital Clause of the Memorandum of Association of the Company.**

<b>Resolution required: (Ordinary/ Special):</b>		Ordinary						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	Remote E-Voting	628826075	628826075	100.0000	628826075	0	100.0000	-
	E-Voting (Insta-Poll)		0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		628826075	100.0000	628826075	0	100.0000	-
Public- Institutions	Remote E-Voting	1199943390	717069739	59.7586	716708872	360867	99.9497	0.0503
	E-Voting (Insta-Poll)		36833556	3.0696	36833556	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		753903295	62.8282	753542428	360867	99.9521	0.0479
Public- Non Institutions	Remote E-Voting	631313885	86724521	13.7371	86724479	42	100.0000	0.00005
	E-Voting (Insta-Poll)		4527141	0.7171	4527141	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		91251662	14.4542	91251620	42	100.0000	0.00005
<b>Total</b>		<b>2460083350</b>	<b>1473981032</b>	<b>59.9159</b>	<b>1473620123</b>	<b>360909</b>	<b>99.9756</b>	<b>0.0244</b>



**Resolution 5: To alter Capital Clause of the Articles of Association of the Company.**

<b>Resolution required: (Ordinary/ Special):</b>		Special						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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	628826075	100.0000	628826075	0	100.0000	-
	E-Voting (Insta-Poll)		0	-	0	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		628826075	100.0000	628826075	0	100.0000	-
Public- Institutions	Remote E-Voting	1199943390	717069739	59.7586	716708872	360867	99.9497	0.0503
	E-Voting (Insta-Poll)		36833556	3.0696	36833556	0	-	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		753903295	62.8282	753542428	360867	99.9497	0.0503
Public- Non Institutions	Remote E-Voting	631313885	86724521	13.7371	86724479	42	100.0000	0.00005
	E-Voting (Insta-Poll)		4527141	0.7171	4527141	0	100.0000	-
	Poll		0	-	0	0	-	-
	Postal Ballot (if applicable)		0	-	0	0	-	-
	Total		91251662	14.4542	91251620	42	100.0000	0.00005
<b>Total</b>		<b>2460083350</b>	<b>1473981032</b>	<b>59.9159</b>	<b>1473620123</b>	<b>360909</b>	<b>99.9756</b>	<b>0.0244</b>





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

Date: 16<sup>th</sup> March, 2017

NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED(CIN: L74210MH2004PLC144367)
MEETING	Extra-Ordinary General Meeting (EGM)
DAY, DATE & TIME	Thursday, 16 <sup>th</sup> March, 2017 at 11:00 A.M.
VENUE	Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra.

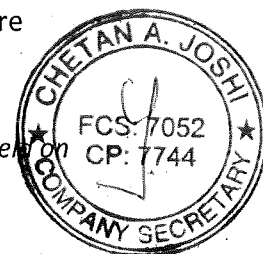
To,  
The Chairman,  
GTL Infrastructure Limited,  
Mahape, Navi Mumbai.

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 8<sup>th</sup> February, 2017 for the purpose of scrutinizing the Remote e-voting and the Chairman of the Extra-Ordinary General meeting has appointed me as Scrutinizer for poll through Electronic Voting system (Insta-Poll) at the EGM of the Company held on Thursday, 16<sup>th</sup> March, 2017 at 11.00 a.m. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, 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 Extra-Ordinary General Meeting (EGM) of the Company along with the process of e-voting were sent to the members whose e-mail addresses are

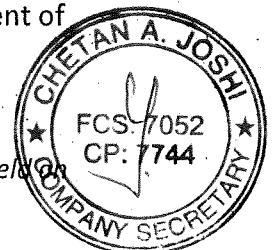
Report of Scrutinizer on Remote e-voting & Insta-Poll of GTL Infrastructure Ltd at the EGM held on  
16<sup>th</sup> March, 2017





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

- 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 their e-mail addresses, physical copies of the Notice of EGM of the Company along with process of e-voting were sent to the members in the permitted mode.
2. The notice convening the EGM 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 18<sup>th</sup> February, 2017.
  4. The Remote e-voting period commenced on Monday, March 13, 2017 at 09:00 a.m. and ended on Wednesday, 15<sup>th</sup> March, 2017 at 5.00 p.m.
  5. The Shareholders of the Company as on the "cut off" date i.e. Friday, February 10, 2017 were entitled to avail the facility of Remote e-voting as well as Insta-Poll at the EGM on the proposed resolutions (item no 1 to 5) as set out in the Notice of the EGM dated February 8, 2017.
  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 EGM.
  8. After completion of Insta-poll at the EGM, the votes casts through Insta-Poll were unblocked in the presence of two witnesses viz. Mr. Mangesh M. Gadre R/o. 7/11, Amarjyoti CHS, Near Bhakti Mandir, Panchpakhadi, 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.
  9. Thereafter, the votes casts through Remote e-voting were unblocked after completion of Insta-Poll at the EGM in the presence of two witnesses viz. Mr. Mangesh M. Gadre R/o. 7/11, Amarjyoti CHS, Near Bhakti Mandir, Panchpakhadi, 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







**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

the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Mangesh M. Gadre

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 –

- 193 members had cast their votes through Remote e-voting and
- 93 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

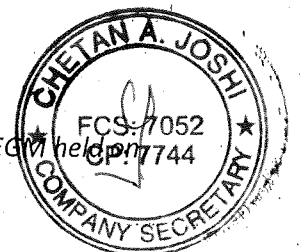
**Resolution No 1:-** Special Resolution to convert Debt into Equity under SDR Scheme.

(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	189	E- Voting	1,50,82,79,694	E- Voting	97.3082
Insta-Poll	93	Insta-Poll	4,13,60,797	Insta-Poll	02.6684
Total	282	Total	1,54,96,40,491	Total	99.9766

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	4	E- Voting	3,60,909	E- Voting	0.0234
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0
Total	4	Total	3,60,909	Total	0.0234





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

**Resolution No 2:- Special Resolution to restructure the outstanding Foreign Currency Convertible Bonds.****(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	186	E- Voting	1,45,01,47,264	E- Voting	97.2034
Insta-Poll	92	Insta-Poll	4,13,60,697	Insta-Poll	02.7724
Total	278	Total	1,49,15,07,961	Total	99.9758

**(ii) Votes against the resolution**

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	4	E- Voting	3,60,909	E- Voting	0.0242
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0
Total	4	Total	3,60,909	Total	0.0242

**Resolution No 3:- Special resolution to create, issue, offer and allot Foreign Currency Convertible Bonds.****(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	185	E- Voting	1,39,41,25,785	E- Voting	97.0943
Insta-Poll	92	Insta-Poll	4,13,60,697	Insta-Poll	02.8806
Total	277	Total	1,43,54,86,482	Total	99,9749

**(ii) Votes against the resolution**

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	4	E- Voting	3,60,909	E- Voting	0.0251
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0
Total	4	Total	3,60,909	Total	0.0251





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

**Resolution No 4:- Ordinary resolution to Increase Authorised Share Capital and Alter Capital Clause of the Memorandum of Association of the Company..**

(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	187	E- Voting	1,43,22,59,426	E- Voting	97.1695
Insta-Poll	92	Insta-Poll	4,13,60,697	Insta-Poll	02.8061
Total	279	Total	1,47,36,20,123	Total	99.9756

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	4	E- Voting	3,60,909	E- Voting	0.0244
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0
Total	4	Total	3,60,909	Total	0.0244

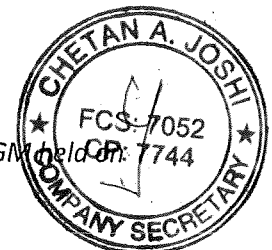
**Resolution No 5:- Special resolution to alter Capital Clause of the Article of Association of the Company.**

(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	187	E- Voting	1,43,22,59,426	E- Voting	97.1695
Insta-Poll	92	Insta-Poll	4,13,60,697	Insta-Poll	02.8061
Total	279	Total	1,47,36,20,123	Total	99.9756

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	4	E- Voting	3,60,909	E- Voting	0.0244
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0
Total	4	Total	3,60,909	Total	0.0244





**CHETAN A. JOSHI**

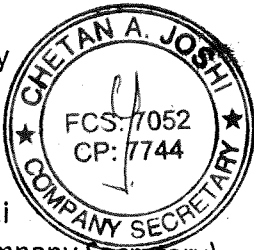
B.Com., L.L.B., ACS  
Company Secretary

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

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

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 Extra-Ordinary 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)  
(FCS: 7052, CP: 7744)  
Place: Thane  
Date: 16/03/2017

Received  
For GTL Infrastructure Limited

Chairman/ Director  
DIN: 00298407