

Ref: GIL/ SE/ REG44/2018-19/58

September 28, 2018

The Secretary,
BSE Limited (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001
Scrip Code : 532775

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
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

Sub: Voting Results- 15th Annual General Meeting held on September 27, 2018

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 15th Annual General Meeting (AGM) of the members of the Company:

Date of the 15 th Annual General Meeting	:	Thursday, September 27, 2018
Total number of shareholders on record date (September 21, 2018)	:	188,531
No. of shareholders present in the meeting either in person or through proxy:		
Promoters & Promoters Group	:	2
Public	:	86
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, September 24, 2018 and Wednesday, September 26, 2018; and
2. Electronic voting (Insta- Poll), conducted at the venue of the Meeting on Thursday, September 27, 2018.

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

Details of the Agenda and the result of special and ordinary resolutions passed at the Annual General Meeting are attached as Annexure 'A'. The Scrutinizer's Report dated September 27, 2018 duly signed by the Scrutinizer and by the Chairman of the Company is also attached hereto.

Yours faithfully,

For GTL Infrastructure Limited


Nitesh A. Mhatre
Company Secretary


Milind Naik
Whole-time Director

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



CHETAN A. JOSHI

B.Com., L.L.B., FCS
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: 27th September, 2018

NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED (CIN: L74210MH2004PLC144367)
MEETING	15 TH Annual General Meeting (AGM)
DAY, DATE & TIME	Thursday, 27 th September, 2018 at 12:30 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 August 09, 2018 for the purpose of scrutinizing the Remote e-voting and the Chairman of the 15th Annual General meeting (AGM) has appointed me as Scrutinizer for the poll through Electronic Voting system (Insta-Poll) at the 15th Annual General Meeting of the Company held on Thursday, 27th September 2018 at 12.30 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

Report of Scrutinizer on Remote e-voting & Insta-Poll of GTL Infrastructure Ltd at the 15th AGM





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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 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 (The Free Press Journal) and a vernacular newspaper (Navashakti) on 1st September, 2018.
4. The Remote e-voting period commenced on Monday, September 24, 2018 at 09:00 a.m. and ended on Wednesday, September 26, 2018 at 5.00 p.m.
5. The Shareholders of the Company as on the "cut off" date i.e. Friday, September 21, 2018 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 5) as set out in the Notice of the AGM dated August 09, 2018.
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. Mangesh Gadre R/o. 7/14, Amar Jyoti 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.





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

Mr. Mangesh Gadre

Mr. Abhishek H. Bhate

9. 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.
10. I observed that –
- 195 members had cast their votes through Remote e-voting and
 - 31 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 for Adoption of Audited Financial Statements for the year ended March 31, 2018 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	184	E- Voting	3,610,175,499	E- Voting	99.7926393
Insta-Poll	31	Insta-Poll	7,479,320	Insta-Poll	0.2067437
Total	215	Total	3,617,654,819	Total	99.9993830

(ii) Votes against the resolution

No of members voted 184		No of votes cast by them		% of total no of valid votes cast	
E- Voting	11	E- Voting	22,321	E- Voting	0.0006170
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0.0000000
Total	11	Total	22,321	Total	0.0006170





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Resolution No 2 :- Ordinary Resolution for Appointment of Mrs. Sonali Chaudhary (DIN: 07139326) as a Director of the Company, who retires by rotation and is eligible for reappointment

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	181	E- Voting	3,610,160,102	E- Voting	99.7922137
Insta-Poll	31	Insta-Poll	7,479,320	Insta-Poll	0.2067437
Total	212	Total	3,617,639,422	Total	99.9989574

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	14	E- Voting	37,718	E- Voting	0.0010426
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0.0000000
Total	14	Total	37,718	Total	0.0010426

Resolution No 3 :- Ordinary resolution for appointment of M/s. Pathak H. D. & Associates, Chartered Accountants, Mumbai (FR No. 107783W) as Auditor & 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	179	E- Voting	3,607,837,666	E- Voting	99.7280168
Insta-Poll	31	Insta-Poll	7,479,320	Insta-Poll	0.2067437
Total	210	Total	3,615,316,986	Total	99.9347605

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	16	E- Voting	2,360,154	E- Voting	0.0652395
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0.0000000
Total	16	Total	2,360,154	Total	0.0652395

Resolution No 4 :- Special Resolution for Ratification of payment of remuneration made/ to be made to Mr. Milind Naik (DIN: 00276884), Whole-time Director of the Company for a period of three years w.e.f. July 21, 2017.





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

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No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	168	E- Voting	3,090,969,140	E- Voting	85.4407129
Insta-Poll	31	Insta-Poll	7,479,320	Insta-Poll	0.2067437
Total	199	Total	3,098,448,460	Total	85.6474566

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	27	E- Voting	519,228,680	E- Voting	14.3525434
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0.0000000
Total	27	Total	519,228,680	Total	14.3525434

Resolution No 5 :- Special Resolution for Ratification of payment of remuneration made/ to be made to Mr. Milind Naik (DIN: 00276884), Whole-time Director of the Company for a period of three years w.e.f. July 21, 2014.

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	168	E- Voting	3,090,976,140	E- Voting	85.4409064
Insta-Poll	31	Insta-Poll	7,479,320	Insta-Poll	0.2067437
Total	199	Total	3,098,455,460	Total	85.6476501

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	27	E- Voting	519,221,680	E- Voting	14.3523499
Insta-Poll	0	Insta-Poll	0	Insta-Poll	0.0000000
Total	27	Total	519,221,680	Total	14.3523499

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.





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
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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 15th Annual General meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully



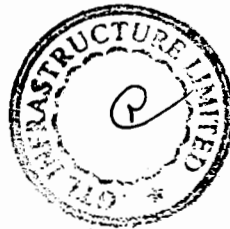
Chetan A. Joshi
(Practising Company Secretary)
(FCS: 7052, CP: 7744)
Place: Thane
Date: 27/09/2018

Received
For GTL Infrastructure Limited

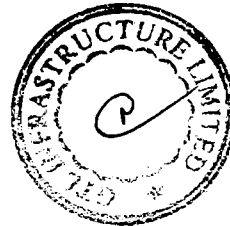
Chairman / Whole-time Director

Annexure A

Resolution 1: Adoption of Audited Financial Statements for the year ended March 31, 2018 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	2466649881	2466649881	100	2466649881	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2466649881	100	2466649881	-	100	-
Public- Institutions	Remote E-Voting	8472041163	806716924	9.5221082	806716924	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		806716924	9.5221082	806716924	-	100	-
Public- Non Institutions	Remote E-Voting	1363847755	336831015	24.6971125	336808694	22321	99.9933732	0.0066268
	E-Voting (Insta-Poll)		7479320	0.5483985	7479320	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		344310335	25.2455110	344288014	22321	99.9935172	0.0064828
Total		12302538799	3617677140	29.4059397	3617654819	22321	99.9993830	0.0006170

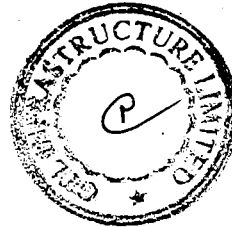


Resolution 2: Appointment of Mrs. Sonali Choudhary (DIN: 07139326) as a Director of the Company, who retires by rotation and is eligible for re-appointment.								
Resolution required: (Ordinary/ Special):	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	2466649881	2466649881	100	2466649881	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2466649881	100	2466649881	-	100	-
Public- Institutions	Remote E-Voting	8472041163	806716924	9.5221082	806716924	-	-	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		806716924	9.5221082	806716924	-	100	-
Public- Non Institutions	Remote E-Voting	1363847755	336831015	24.6971125	336793297	37718	99.9888021	0.0111979
	E-Voting (Insta-Poll)		7479320	0.5483985	7479320	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		344310335	25.2455110	344272617	37718	99.9890453	0.0109547
Total		12302538799	3617677140	29.4059397	3617639422	37718	99.9989574	0.0010426



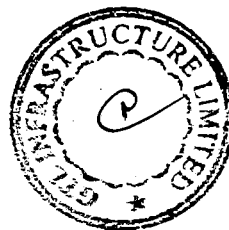
Resolution 3: Appointment of M/s Pathak H. D. & Associates, Chartered Accountants, Mumbai (Firm Registration No. 107783W) as an Auditor and fixing their remuneration.

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	2466649881	2466649881	100	2466649881	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2466649881	100	2466649881	-	100	-
Public- Institutions	Remote E-Voting	8472041163	806716924	9.5221082	804416411	2300513	99.7148302	0.2851698
	E-Voting (Insta-Poll)		-	-	-	-	-	
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		806716924	9.5221082	804416411	2300513	99.7148302	0.2851698
Public- Non Institutions	Remote E-Voting	1363847755	336831015	24.6971125	336771374	59641	99.9822935	0.0177065
	E-Voting (Insta-Poll)		7479320	0.5483985	7479320	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		344310335	25.2455110	344250694	59641	99.9826781	0.0173219
Total		12302538799	3617677140	29.4059397	3615316986	2360154	99.9347605	0.0652395



Resolution 4: Ratification of payment of remuneration made / to be made to Mr. Milind K. Naik (DIN: 00276884), Whole-time Director, for a period of three years with effect from July 21, 2017.

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	2466649881	2466649881	100	2466649881	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2466649881	100	2466649881	-	100	-
Public- Institutions	Remote E-Voting	8472041163	806716924	9.5221082	287601596	519115328	35.6508693	64.3491307
	E-Voting (Insta-Poll)		-	-	-	-	-	
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		806716924	9.5221082	287601596	519115328	35.6508693	64.3491307
Public- Non Institutions	Remote E-Voting	1363847755	336831015	24.6971125	336717663	113352	99.9663475	0.0336525
	E-Voting (Insta-Poll)		7479320	0.5483985	7479320	0	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		344310335	25.2455110	344196983	113352	99.9670785	0.0329215
Total		12302538799	3617677140	29.4059397	3098448460	519228680	85.6474566	14.3525434



Resolution 5: Ratification of payment of remuneration made / to be made to Mr. Milind K. Naik (DIN: 00276884), Whole-time Director, for a period of three years with effect from July 21, 2014.

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	2466649881	2466649881	100	2466649881	-	100	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2466649881	100	2466649881	-	100	-
Public- Institutions	Remote E-Voting	8472041163	806716924	9.5221082	287601596	519115328	35.6508693	64.3491307
	E-Voting (Insta-Poll)		-	-	-	-	-	
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		806716924	9.5221082	287601596	519115328	35.6508693	64.3491307
Public- Non Institutions	Remote E-Voting	1363847755	336831015	24.6971125	336724663	106352	99.9684257	0.0315743
	E-Voting (Insta-Poll)		7479320	0.5483985	7479320	-	100	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		344310335	25.2455110	344203983	106352	99.9691116	0.0308884
Total		12302538799	3617677140	29.4059397	3098455460	519221680	85.6476501	14.3523499

