

Ref: GIL/ SE/ REG44/2017-18/75

September 22, 2017

The Secretary,
BSE Limited (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001
Fax No. 2272 2037/2272 3719
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
Fax No. : 2659 8237/38
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

Sub: Voting Results- 14th Annual General Meeting held on September 21, 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 14th Annual General Meeting (AGM) of the members of the Company:

Date of the 14 th Annual General Meeting	:	Thursday, September 21, 2017
Total number of shareholders on record date (September 14, 2017)	:	174,598
No. of shareholders present in the meeting either in person or through proxy:		
Promoters & Promoters Group	:	2
Public	:	123
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 18, 2017 and Wednesday, September 20, 2017; and
2. Electronic voting (Insta- Poll), conducted at the venue of the Meeting on Thursday, September 21, 2017.

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 21, 2017 duly signed by the Scrutinizer and by the Whole-time Director 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., 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: 21st September, 2017

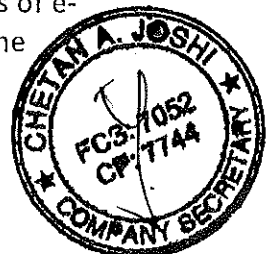
NAME OF COMPANY	GTL INFRASTRUCTURE LIMITED (CIN: L74210MH2004PLC144367)
MEETING	14 th Annual General Meeting (AGM)
DAY, DATE & TIME	Thursday, 21 st September, 2017 at 01:00 P.M.
VENUE	Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra.

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 27, 2017 for the purpose of scrutinizing the Remote e-voting and the Chairman of the 14th Annual General meeting (AGM) has appointed me as Scrutinizer for the poll through Electronic Voting system (Insta-Poll) at the 14th Annual General Meeting of the Company held on Thursday, 21st September 2017 at 1.00 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 14th AGM

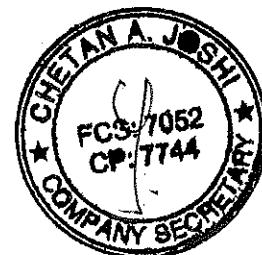


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- Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Annual General Meeting of the Company 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 (Free Press Journal) and a vernacular newspaper (Navashakti) on 25th August, 2017.
 4. The Remote e-voting period commenced on Monday, September 18, 2017 at 09:00 a.m. and ended on Wednesday, September 20, 2017 at 5.00 p.m.
 5. The Shareholders of the Company as on the "cut off" date i.e. Thursday, September 14, 2017 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 4) as set out in the Notice of the AGM dated April 27, 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 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 –
- 204 members had cast their votes through Remote e-voting and
 - 62 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, 2017 on standalone and consolidated basis 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	190	E- Voting	2,079,240,856	E- Voting	99.712896
Insta-Poll	58	Insta-Poll	2,603,657	Insta-Poll	00.124862
Total	248	Total	2,081,844,513	Total	99.837758

(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	3,366,172	E- Voting	0.161429
Insta-Poll	4	Insta-Poll	16,950	Insta-Poll	0.000813
Total	18	Total	3,383,122	Total	0.162242





B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
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Resolution No 2 :- Ordinary Resolution for Appointment of Mr. Charudatta K. Naik (DIN: 00225472) 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	188	E- Voting	2,079,240,706	E- Voting	99.712888
Insta-Poll	58	Insta-Poll	2,603,657	Insta-Poll	00.124862
Total	246	Total	2,081,844,363	Total	99.837750

(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	3,366,322	E- Voting	0.161437
Insta-Poll	4	Insta-Poll	16,950	Insta-Poll	0.000813
Total	20	Total	3,383,272	Total	0.162250

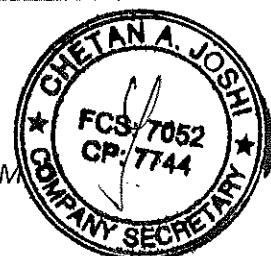
Resolution No 3 :- Ordinary resolution for Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No.102489W) as the Joint Auditors and fixing their remuneration.

(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	2,079,240,806	E- Voting	99.712893
Insta-Poll	58	Insta-Poll	2,603,657	Insta-Poll	00.124962
Total	247	Total	2,081,844,463	Total	99.837855

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	15	E- Voting	3,366,222	E- Voting	0.161432
Insta-Poll	4	Insta-Poll	16,950	Insta-Poll	0.000813
Total	19	Total	3,383,172	Total	0.162245





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Company Secretary

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Resolution No 4 :- Special Resolution for Appointment of Mr. Milind K. Naik (DIN: 00276884) as a Whole-time Director of the Company

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	187	E- Voting	2,079,240,651	E- Voting	99.712889
Insta-Poll	58	Insta-Poll	2,603,657	Insta-Poll	00.124862
Total	245	Total	2,081,844,308	Total	99.837751

(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	3,366,322	E- Voting	0.161437
Insta-Poll	4	Insta-Poll	16,950	Insta-Poll	0.000813
Total	20	Total	3,383,272	Total	0.162250

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.

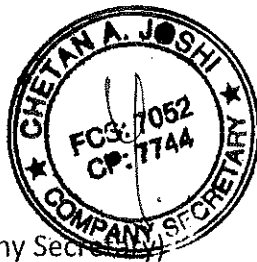
All electronic data & other relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves & signs the Minutes of the 14th Annual General meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,
Yours faithfully

Chetan A. Joshi
(Practising Company Secretary)
(FCS: 7052, CP: 7744)

Place: Thane

Date: 21/09/2017



Received

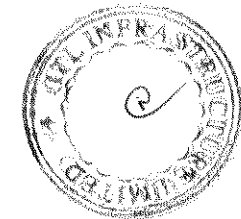
For GTL Infrastructure Limited

Whole-time Director

Report of Scrutinizer on Remote e-voting & Insta-Poll of GTL Infrastructure Ltd at the 14th AGM

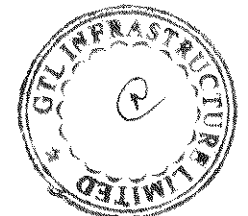
Annexure A

Resolution 1: Adoption of Audited Financial Statements for the year ended March 31, 2017 on standalone and consolidated basis 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	628826075	100.0000	628826075	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		628826075	100.0000	628826075	-	100.0000	-
Public- Institutions	Remote E-Voting	2944349031	1364076713	46.3286	1364076713	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1364076713	46.3286	1364076713	-	100.0000	-
Public- Non Institutions	Remote E-Voting	633864319	89704240	14.1520	86338068	3366172	96.2475	3.7525
	E-Voting (Insta-Poll)		2620607	0.4134	2603657	16950	99.3532	0.6468
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		92324847	14.5654	88941725	3383122	96.3356	3.6644
Total		4207039425	2085227635	49.5652	2081844513	3383122	99.8378	0.1622



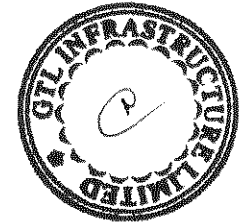
Resolution 2: Appointment of Charudatta K. Naik (DIN: 00225472) as a Director of the Company, who retires by rotation and is eligible for re-appointment.

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	628826075	628826075	100.0000	628826075	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		628826075	100.0000	628826075	-	100.0000	-
Public- Institutions	Remote E-Voting	2944349031	1364076713	46.3286	1364076713	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1364076713	46.3286	1364076713	-	100.0000	-
Public- Non Institutions	Remote E-Voting	633864319	89704240	14.1520	86337918	3366322	96.2473	3.7527
	E-Voting (Insta-Poll)		2620607	0.4134	2603657	16950	99.3532	0.6468
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		92324847	14.5654	88941575	3383272	96.3355	3.6645
Total		4207039425	2085227635	49.5652	2081844363	3383272	99.8378	0.1622



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	628826075	100.0000	628826075	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		628826075	100.0000	628826075	-	100.0000	-
Public- Institutions	Remote E-Voting	2944349031	1364076713	46.3286	1364076713	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1364076713	46.3286	1364076713	-	100.0000	-
Public- Non Institutions	Remote E-Voting	633864319	89704240	14.1520	86338018	3366222	96.2474	3.7526
	E-Voting (Insta-Poll)		2620607	0.4134	2603657	16950	99.3532	0.6468
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		92324847	14.5654	88941675	3383172	96.3356	3.6644
Total		4207039425	2085227635	49.5652	2081844463	3383172	99.8378	0.1622



Resolution 4: Appointment of Mr. Milind K. Naik (DIN: 00276884) as a Whole-time Director.

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	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		628826075	100.0000	628826075	-	100.0000	-
Public- Institutions	Remote E-Voting	2944349031	1364076713	46.3286	1364076713	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1364076713	46.3286	1364076713	-	100.0000	-
Public- Non Institutions	Remote E-Voting	633864319	89704185	14.1520	86337863	3366322	96.2473	3.7527
	E-Voting (Insta-Poll)		2620607	0.4134	2603657	16950	99.3532	0.6468
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		92324792	14.5654	88941520	3383272	96.3355	3.6645
Total		4207039425	2085227580	49.5652	2081844308	3383272	99.8378	0.1622

