

REF: GIL/AGM/SE/2015-16/61

September 24, 2015

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai 400 023

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: 22723121 / 22723719

Fax: 26598237 / 26598238

Dear Sirs,

Re: Voting Results - 12th Annual General Meeting held on September 23, 2015

Pursuant to Clause 35A and other applicable clauses, if any, of the Listing Agreement, we submit herewith the details of the Voting Results of the 12th Annual General Meeting of the members of the Company:

Date of the 12 th Annual General Meeting	:	Wednesday, September 23, 2015
Total number of shareholders on record date (September 18, 2015)	:	183,206
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	0
Public	:	126
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

Details of the Agenda

The mode of voting on the resolutions was through:

1. Remote e-voting conducted between September 19, 2015 and September 22, 2015 along with Ballot Form through post, simultaneously with remote e-voting; and
2. Poll conducted through Ballot Form at the venue of the Meeting on September 23, 2015

The detailed result of resolutions passed at the 12th Annual General Meeting are as per the Scrutinizer's Report dated September 24, 2015 duly signed by the Scrutinizer and by the Chairman of the Meeting, is attached hereto.

(AGENDA - WISE)

Resolution 1: Adoption of Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon (*Ordinary Resolution*)

Promoter/Public	No. Of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	628,826,075	628,826,075	100.000	628,826,075	-	100.000	0.000
Public - Institutional holders	1,092,726,106	383,139,892	35.063	383,139,892	-	100.000	0.000
Public-Others	603,595,599	117,559,982	19.477	117,553,132	6,850	99.994	0.006
Total	2,325,147,780	1,129,525,949	48.579	1,129,519,099	6,850	99.999	0.001

Resolution 2: Re-appointment of Mr. Milind Naik (DIN: 00276884) as a Director of the Company, who retires by rotation. **(Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	628,826,075	628,826,075	100.000	628,826,075	-	100.000	0.000
Public - Institutional holders	1,092,726,106	363,141,103	33.233	363,141,103	-	100.000	0.000
Public-Others	603,595,599	117,559,982	19.477	117,549,720	10,262	99.991	0.009
Total	2,325,147,780	1,109,527,160	47.719	1,109,516,898	10,262	99.999	0.001

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. **(Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	628,826,075	628,826,075	100.000	628,826,075	-	100.000	0.000
Public - Institutional holders	1,092,726,106	363,141,103	33.233	363,141,103	-	100.000	0.000
Public-Others	603,595,599	117,559,982	19.477	117,552,670	7,312	99.994	0.006
Total	2,325,147,780	1,109,527,160	47.719	1,109,519,848	7,312	99.999	0.001

Resolution 4: Appointment of Mrs. Sonali Pawan Choudhary (DIN: 07139326) as a Non-Executive Non-Independent Director of the Company. (Ordinary Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	628,826,075	628,826,075	100.000	628,826,075	-	100.000	0.000
Public - Institutional holders	1,092,726,106	363,141,103	33.233	363,141,103	-	100.000	0.000
Public-Others	603,595,599	117,559,982	19.477	117,551,004	8,978	99.992	0.008
Total	2,325,147,780	1,109,527,160	47.719	1,109,518,182	8,978	99.999	0.001

Resolution 5: Approval of material Related Party Transactions with GTL Limited. (Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	628,826,075	-	0.000	-	-	0.000	0.000
Public - Institutional holders	1,092,726,106	708,423,185	64.831	708,423,185	-	100.000	0.000
Public-Others	603,595,599	108,557,934	17.985	108,550,112	7,822	99.993	0.007
Total	2,325,147,780	816,981,119	35.137	816,973,297	7,822	99.999	0.001

Resolution 6: Approval of material Related Party Transactions with Chennai Network Infrastructure Limited. (Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	628,826,075	-	0.000	-	-	0.000	0.000
Public - Institutional holders	1,092,726,106	708,423,185	64.831	708,423,185	-	100.000	0.000
Public-Others	603,595,599	108,557,934	17.985	108,551,612	6,322	99.994	0.006
Total	2,325,147,780	816,981,119	35.137	816,974,797	6,322	99.999	0.001

Please acknowledge receipt.

Thanking you,
Yours truly,
For **GTL Infrastructure Limited**


Nitesh Mhatre
Company Secretary


Rahul Desai
Group Head - Capital Markets & Investor Relations

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

CC: Central Depository Services (India) Limited, Mumbai



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

COMBINED SCRUTINIZERS REPORT FOR REMOTE E-VOTING AND POLL
[Pursuant to section 108 / 109 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended]
For GTL Infrastructure Limited

To
The Chairman,
12th Annual General Meeting of
GTL Infrastructure Limited ("the Company")
held on September 23, 2015 at,
Marathi Sahitya, Sanskriti & Kala Mandal,
Sahitya Mandir Hall, Near Navi Mumbai Sports Association,
Sector 6, Vashi, Navi Mumbai-400 703.

Sub: Passing of Resolutions through remote electronic voting & Poll conducted at the 12th Annual General Meeting held on September 23, 2015

The Board of directors of the Company at its meeting held on May 6, 2015 appointed me as Scrutinizer for the remote e-voting held between 19th September 2015 at 09.00 a.m. to 22nd September 2015 at 5.00 p.m. and the Chairman of the 12th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll held at the 12th Annual General Meeting of the Company held on 23rd September 2015.

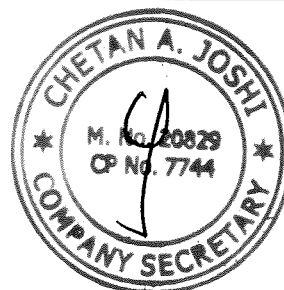
The remote e-voting results were unblocked by me on 23rd September 2015 in the presence of two witnesses. At the 12th AGM of the Company held on 23rd September 2015, the Chairman of the Company has suomotto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM has appointed me as the scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT - 13 dated 23rd September, 2015.

The result of the e-voting together with that of 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, 2015, 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	331	E- Voting	1,105,943,124	E- Voting	100.00
Poll	50	Poll	23,575,975	Poll	100.00
Total	381	Total	1,129,519,099	Total	100.00



(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	6	E- Voting	6,850	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	6	Total	6,850	Total	0.00

Resolution No 2 :- Ordinary Resolution for re-appointment of Mr. Milind Naik (DIN: 00276884) 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	324	E- Voting	1,105,939,712	E- Voting	100.00
Poll	49	Poll	3,577,186	Poll	100.00
Total	373	Total	1,109,516,898	Total	100.00

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	13	E- Voting	10,262	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	13	Total	10,262	Total	0.00

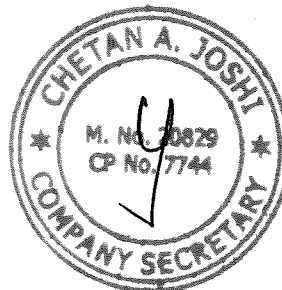
Resolution No 3 :- Ordinary resolution for ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No.102489W) as the Joint Auditors and fixing their remuneration.

(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	326	E- Voting	1,105,942,662	E- Voting	100.00
Poll	49	Poll	3,577,186	Poll	100.00
Total	375	Total	1,109,519,848	Total	100.00

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	11	E- Voting	7,312	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	11	Total	7,312	Total	0.00



Resolution No 4:- Ordinary resolution for appointment of Mrs. Sonali Pawan Choudhary (DIN: 07139326), as Non – Executive Non – Independent Director 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	322	E- Voting	1,105,940,996	E- Voting	100.00
Poll	49	Poll	3,577,186	Poll	100.00
Total	371	Total	1,109,518,182	Total	100.00

(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	8,978	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	15	Total	8,978	Total	0.00

Resolution No 5 :- Special resolution for approval of material Related Party Transactions with GTL Limited.

(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	331	E- Voting	793,397,322	E- Voting	100.00
Poll	50	Poll	23,575,975	Poll	100.00
Total	381	Total	816,973,297	Total	100.00

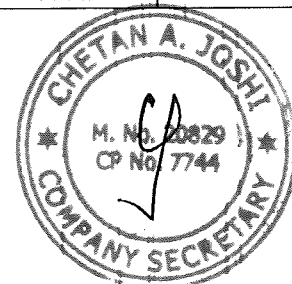
(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	11	E- Voting	7,822	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	11	Total	7,822	Total	0.00

Resolution No 6 :- Special resolution for approval of material Related Party Transactions with Chennai Network Infrastructure Limited.

(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	331	E- Voting	793,398,822	E- Voting	100.00
Poll	50	Poll	23,575,975	Poll	100.00
Total	381	Total	816,974,797	Total	100.00

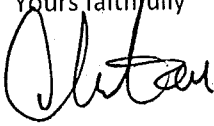


(ii) Votes against the resolution

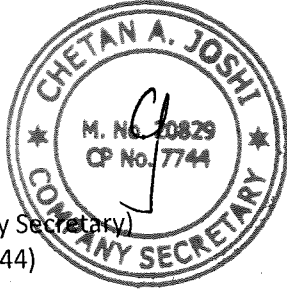
No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	11	E- Voting	6,322	E- Voting	0.00
Poll	0	Poll	0	Poll	0.00
Total	11	Total	6,322	Total	0.00

All the resolutions stands passed under remote e-voting and poll with the requisite majority.
The Register, all other papers and relevant records relating to remote e-voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 12TH Annual General Meeting, after which same will be handed over to the Company Secretary for the safe keeping.

Thanking You,
Yours faithfully



Chetan A. Joshi
(Practising Company Secretary)
(ACS: 20829, CP: 7744)
Place: Thane
Date: 24/09/2014



Signed by Mr. Manoj G. Tirodkar
Chairman of the 12th Annual General Meeting
of GTL Infrastructure Limited
held on September 23, 2015 at,
Marathi Sahitya, Sanskriti & Kala Mandal,
Sahitya Mandir Hall, Near Navi Mumbai Sports Association,
Sector 6, Vashi, Navi Mumbai-400 703.