

GIL/SE/REG30/2016-17/128

March 17, 2017

The Secretary
BSE Ltd (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, 5th Floor,
Plot No. C/1, G Block, BKC,
Bandra (East), Mumbai 400 051
Fax No. : 2659 8237/38
Trading Symbol : GTLINFRA

Dear Sir/Madam,


Sub: Proceedings of the Extra- Ordinary General Meeting held on March 16, 2017

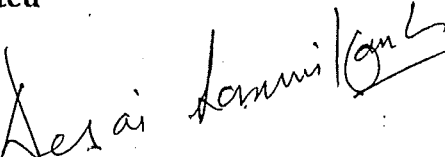
Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Part A of Schedule III and other applicable Regulations, if any, of the Listing Regulations we enclose proceedings of the Extra- Ordinary General Meeting of the Members of the Company held on Thursday, March 16, 2017 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 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE COMPANY HELD ON THURSDAY, MARCH 16, 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, MAHARASHTRA, INDIA.

1. The Chairman of the Company took the Chair.
2. The Chairman announced that 128 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 as read.
4. 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 EGM from 09:00 AM on Monday, March 13, 2017 up to 05:00 PM on Wednesday, March 15, 2017, in proportion to their shareholding as on cut-off date of March 9, 2017. 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.
5. 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 being conducted at the EGM venue as per the requirements of the Companies Act, 2013 and the Rules made thereunder. After the conclusion of electronic voting at the EGM, the scrutinizer will unblock the votes cast through Remote e-voting and e-voting at the EGM 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 EGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.
6. The Chairman, thereafter, took up the Item Nos. 1 to 5 of the businesses as detailed in the Notice dated February 8, 2017 convening the EGM for transaction and invited queries from Members on matters stated in the notice. Accordingly, 16 Members raised various queries and the Chairman suitably replied/ clarified all the queries to the satisfaction of the members.

7. 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 EGM, there was no requirement for the members for proposing or seconding each resolution.
8. 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 EGM 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.
9. The Chairman thanked the Members present and with a vote of thanks to the chair, the Chairman concluded the Meeting.
10. Based on the Scrutinizer's Report, the Voting Results (remote e-voting & e-voting at the EGM 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 March 17, 2017 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. A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	Votes cast in favour		Votes Cast Against	
			No.	%	No.	%
1.	Conversion of Debt into Equity under SDR Scheme and consequently issue and allot equity shares to CDR/JLF lenders.	Special	1,54,96,40,491	99.9766	3,60,909	0.0234
2.	Restructuring of the Outstanding Foreign Currency Convertible Bonds.	Special	1,49,15,07,961	99.9758	3,60,909	0.0242
3.	Creation, issue, offer and allotment of Foreign Currency Convertible Bonds/ Equity Shares/ Compulsorily Convertible Preference Shares.	Special	1,43,54,86,482	99.9749	3,60,909	0.0251
4.	Increase of Authorised Share Capital and alteration of Capital Clause of the Memorandum of Association of the Company.	Ordinary	1,47,36,20,123	99.9756	3,60,909	0.0244
5.	Alteration of Capital Clause of the Articles of Association of the Company	Special	1,47,36,20,123	99.9756	3,60,909	0.0244

For **GTL Infrastructure Limited**

N A Mhatre
Nitesh A. Mhatre
Company Secretary