

REF: GTL/CS-SE/2015-16/019

September 24, 2015

The Secretary,
BSE Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai 400 001

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

Dear Sirs,

Re: Proceedings of the 27th Annual General Meeting held on September 23, 2015.

Pursuant to Clause 31 and other applicable clauses, if any, of the Listing Agreement we enclose proceedings of the 27th Annual General Meeting of the members of the Company held on Wednesday, September 23, 2015 at Navi Mumbai for your record.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Limited



Vidyadhar A. Apte
Company Secretary



Rahul Desai
Head – Capital Markets & Investor Relations

Encl. as above.

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

**PROCEEDINGS AT THE TWENTY – SEVENTH ANNUAL GENERAL MEETING
(AGM) OF THE COMPANY HELD ON WEDNESDAY, SEPTEMBER 23, 2015,
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.**

1. Chairman of the Company took the Chair.
2. Chairman announced that 70 members in person were present and called the meeting to order.
3. With the permission of the members present, the Chairman took the Notice of the meeting and the Directors' Report as read. He also announced that the Register of Directors' Shareholding, the Proxy Register, if any, and other statutory registers / records inter-alia Joint Auditors Report and Secretarial Auditors Report as required under the Companies Act, 2013, were produced at the meeting and the same shall remain open and accessible during the continuance of the meeting for any person having the right to inspect the same.
4. The Chairman, thereafter, requested Mr. Vidyadhar A. Apte – Company Secretary to read the Auditors' Report. Mr. Apte read the Joint Auditors Report particularly, the observations / emphasis of matters stated in the Auditors Report.
5. The Chairman then 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, the Company had extended e-voting facility to its members in respect of all businesses to be transacted at the 27th AGM from 09:00 a.m. on September 19, 2015 up to 05:00 p.m. on September 22, 2015, in proportion to their shareholding as on cut-off date of September 18, 2015. He also informed that Mr. Virendra G. Bhatt, Practicing Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner and that the said scrutinizer.
6. The Chairman further informed the Members that such Members who did not vote earlier through either through remote electronic voting means or in physical form through ballot paper by post, could now vote through the poll process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder. After the conclusion of voting at the AGM, the scrutinizer will unblock the votes cast through Remote e-voting



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 and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the resolutions.

7. The Chairman, thereafter, took up the Item Nos. 1 to 8 listed in the Notice for transaction and invited queries from Members on Audited Financial Statements Accounts and related matters.
8. The Chairman, thereafter, took up the Item Nos. 1 to 8 listed in the Notice for transaction and invited queries from Members on Audited Accounts and related matters. Accordingly 12 Members raised various queries and the Chairman suitably replied / clarified all the queries to the satisfaction of the Shareholders.
9. 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 AGM, there was no requirement for the members for proposing or seconding each resolution.
10. Prior to the commencement of polling, at the instructions of the Chairman, the empty ballot box was shown to the Members & Proxies present. The ballot box was then sealed the presence of the Scrutinizer. The Polling through ballot paper commenced thereafter and was concluded in due course.
11. The Polling commenced thereafter and was concluded in due course.
12. The Chairman thanked the Members and Proxies present and concluded the Meeting.
13. Based on the Scrutinizer's Report, the Voting Results (e-voting & polling through Ballot paper) were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement on September 24, 2015 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.gtllimited.com. A summation of the results is furnished below:



Sr. No.	Particulars	Type of Resolution	% Votes cast in favour	% votes Cast Against
<u>ORDINARY BUSINESS</u>				
1.	Adoption of Financial Statements for the year ended March 31, 2015 on standalone and consolidated basis and the Reports of the Board of Directors and Auditors thereon.	Ordinary	99.99%	0.01%
2.	Ratification of appointment of M/s Godbole Bhawe & Co., Chartered Accountants and M/s Yeolekar & Associates, Chartered Accountants as Joint Auditors and fixing their remuneration.	Ordinary	99.99%	0.01%
<u>SPECIAL BUSINESS</u>				
3.	Appointment of Mr. Sunil Sadanand Valavalkar as a Director of the Company.	Ordinary	99.99%	0.01%
4.	Appointment of Mr. Sunil Sadanand Valavalkar as a Whole-time Director of the Company.	Special	99.99%	0.01%
5.	Appointment of Mrs. Siddhi Mandar Thakur as a Director of the Company.	Ordinary	99.99%	0.01%
6.	Appointment of Mrs. Siddhi Mandar Thakur as an Independent Director of the Company.	Ordinary	99.99%	0.01%
7.	Approval for related party transactions with GTL Infrastructure Limited.	Special	99.95%	0.05%
8.	Approval for related party transactions with Chennai Network Infrastructure Limited.	Special	99.95%	0.05%

For GTL Limited


Vidyadhar A. Apte
Company Secretary