REF: GTL/CS-SE/2015-16/018 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: Voting Results - 27th 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 voting results of the 27th Annual General Meeting of the members of the Company:

Date of the 27th Annual General Meeting	:	Wednesday, September 23, 2015
Total number of shareholders on record date (September 18, 2015)	:	83,986
No. of shareholders present in the meeting either in person ~~or through proxy~~:		
Promoters and Promoter Group	:	1
Public	:	69
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

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

Details of the Agenda and the result of resolutions (ordinary and special) passed at the 27th Annual General Meeting are as per the Scrutinizer's Report dated September 23, 2015 duly signed by the Scrutinizer and by the Chairman of the Meeting, which is attached hereto.

Please acknowledge receipt.

Thanking you,

Yours truly,
For **GTL Limited**

Vidyadhar A. Apte
Company Secretary

Rahul Desai
Head – Capital Markets & Investor Relations

cc: Central Depository Services (India) Ltd., Mumbai

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

Virendra Bhatt
Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

To,
The Chairman
GTL LIMITED

Subject: Scrutinizer's Report on the electronic voting and poll with respect to the resolutions included in the Notice of 27th Annual General Meeting of the members of GTL LIMITED (CIN: 40300MH1987PLC045657) held at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703 on Wednesday, 23rd September, 2015 at 11:00 am.

Dear Sir,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter referred to as 'the said rule') and in accordance with the Listing Agreement, the Board of Directors of GTL Limited (hereinafter referred to as the "**Company**") has appointed me as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the poll papers received from the members at the venue of the Annual General Meeting (AGM). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited (CDSL) as the agency / service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. The Company has set up their In house Registrar and Share Transfer Agent known as Investor Service Center.

- The Agency /Service Provider had provided an electronic voting system for e- voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 27th Annual General Meeting (AGM) of the company, which was held on Friday, September 23, 2015.

- The Agency / Service Provider had set up electronic voting facility through the website www.evotingindia.com. The RTA has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate the members to cast their vote through Remote E-Voting.

V. BHATT ★ COMPANY SECRETARY ★ MUMBAI

- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was August 14, 2015 (Physical & Email) and as on that date, there were 84,217 members of the Company. The Service Provider had sent Annual Report and the notice of the AGM containing inter alia process and manner for availing e-voting facility by email to 42060 members whose email Id were made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 41530 members, whose Email Ids were not available, the Annual Report and notice of AGM were sent by Speed Post/ Registered Post. In respect of 1,228 bounce back cases, where transmissions through email had failed, the Company had sent physical copies of Annual Report and the notice of the AGM by Speed Post/Registered Post.

- The Notice of AGM sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the members was September 18, 2015.

- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from Saturday, 19th September, 2015 at 9.00 a.m. to Tuesday, 22nd September, 2015 at 5.00 p.m.

- The dispatch of the notice of AGM and Annual Report to the members in physical form was completed on 25th August, 2015 and by way of email on 26th August, 2015.

- As prescribed in clause (v) of sub rule 4 of the said Rule, the Company also published an advertisement on 27th August, 2015 in "Free Press Journal" English newspaper having country-wide circulation and in Maharashtra in "Navshakti" newspaper in Marathi language on 27th August, 2015. The advertisement published in the newspapers included the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule.

- At the venue of the 27th AGM of the Company held on September 23, 2015, the facility to vote through Poll Paper was made available to those members who were present at the meeting but who did not participate in the process of Remote E-voting to cast their vote.

- On September 23, 2015, after counting of the votes conducted at the venue of the AGM through Poll paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ashika A. Shetty and Ms. Sana M. Karvinkar who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule.

- 1 (One) Polling box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. After the voting by poll was over, the locked Polling boxes were opened in my presence and in presence of two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the RTA of the Company and the authorizations/ proxies lodged with the Company. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

- Thereafter, I as a Scrutinizer duly compiled details of Remote E-Voting and physical voting provided at the venue of the AGM by way of Poll paper.

- 251 persons voted through e-voting and poll.

The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Poll papers are as under:

Details	Remote E-voting	Voting through poll paper	Total voting
Number of member who cast their votes	220	31	251
Total number of shares held by them	81496568	3317398	84813966
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.



ORDINARY BUSINESS:

1) Item No. 1 of the Notice (As an Ordinary Resolution)

To adopt Audited Financial Statements for the year ended 31st March, 2015 on Standalone and Consolidated basis and the Reports of the Board of Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73888319		3119		7610130
Physical Voting	317397		1		-
TOTAL	77205716	99.99%	3120	0.01%	7610130

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	6065310	15.12%	6065310	0	100%	0%
Public- Others	47601932	1563532	3.28%	1560412	3120	99.80%	0.20%
TOTAL	157296781	77208836	-	77205716	3120	-	-

2) Item No. 2 of the Notice (As an Ordinary Resolution)

To ratify appointment of M/s Godbole Bhave & Co., Chartered Accountants and M/s Yeolekar & Associates, Chartered Accountants as Joint Auditors and fixing their remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73888163		3275		7605130
Physical Voting	23523		1		3298875
TOTAL	73911686	99.99%	3276	0.01%	10904005

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	2771435	6.91%	2771435	0	100%	0%
Public- Others	47601932	1563533	3.28%	1560257	3276	99.79%	0.21%
TOTAL	157296781	73914962	-	73911686	3276	-	-



SPECIAL BUSINESS

3) Item No. 3 of the Notice (As an Ordinary Resolution)

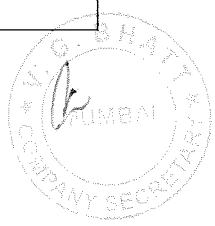
To appoint of Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73888613		2825		7605130
Physical Voting	23523		1		3298875
TOTAL	73912136	99.99%	2826	0.01%	10904005

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	2771435	6.91%	2771435	0	100%	0%
Public- Others	47601932	1563533	3.28%	1560707	2826	99.82%	0.18%
TOTAL	157296781	73914962	-	73912136	2826	-	-



4) **Item No. 4 of the Notice (As a Special Resolution)**

To appoint Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73888613		2825		7605130
Physical Voting	23523		1		3298875
TOTAL	73912136	99.99%	2826	0.01%	10904005

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	2771435	6.91%	2771435	0	100%	0%
Public- Others	47601932	1563533	3.28%	1560707	2826	99.82%	0.18%
TOTAL	157296781	73914962	-	73912136	2826	-	-



5) **Item No. 5 of the Notice (As an Ordinary Resolution)**

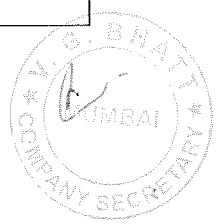
To appoint Mrs. Siddhi Mandar Thakur (DIN: 07142250) as a Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73883608		7830		7605130
Physical Voting	23523		1		3298875
TOTAL	73907131	99.99%	7831	0.01%	10904005

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	2771435	6.91%	2771435	0	100%	0%
Public- Others	47601932	1563533	3.28%	1555702	7831	99.50%	0.50%
TOTAL	157296781	73914962	-	73907131	7831	-	-



6) Item No. 6 of the Notice (As an Ordinary Resolution)

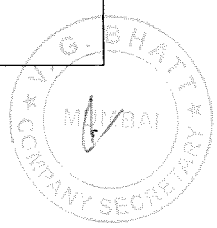
To appoint Mrs. Siddhi Mandar Thakur (DIN: 07142250) as an Independent Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	73883558		7830		7605180
Physical Voting	23523		1		3298875
TOTAL	73907081	99.99%	7831	0.01%	10904055

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	69579994	100%	69579994	0	100%	0%
Public Institutional Holders	40114855	2771435	6.91%	2771435	0	100%	0%
Public- Others	47601932	1563483	3.28%	1555652	7831	99.50%	0.50%
TOTAL	157296781	73914912	-	73907081	7831	-	-



7) Item no. 7 of the Notice (As a Special Resolution)

To approve material Related Party Transactions with GTL Infrastructure Limited.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	11779025		7734		69714809
Physical Voting	3317398		1		-
TOTAL	15096423	99.95%	7735	0.05%	69714809

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	0	0%	0	0	0%	0%
Public Institutional Holders	40114855	13670440	34.08%	13670440	0	100%	0%
Public- Others	47601932	1433718	3.01%	1425983	7735	99.46%	0.54%
TOTAL	157296781	15104158	-	15096423	7735	-	-

8) **Item no. 8 of the Notice (As a Special Resolution)**

To approve material Related Party Transactions with Chennai Network Infrastructure Limited.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted
	No. of shares	%	No. of shares	%	No of shares
Remote E-Voting	11779025		7734		69714809
Physical Voting	3317398		1		-
TOTAL	15096423	99.95%	7735	0.05%	69714809

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

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
Promoter & Promoter Group	69579994	0	0%	0	0	0%	0%
Public Institutional Holders	40114855	13670440	34.08%	13670440	0	100%	0%
Public- Others	47601932	1433718	3.01%	1425983	7735	99.46%	0.54%
TOTAL	157296781	15104158	-	15096423	7735	-	-

All the Resolutions mentioned in the Notice of AGM as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Poll Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the Registers received from the Agency/ Service Provider both electronically and manually, in respect of the votes cast through Remote E-

Voting and voting conduct at AGM by way of Poll Papers by the Members of the Company. The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Virendra Bhatt
ACS- 1157
COP-124

Place: Mumbai
Date: 23rd September, 2015

Witnesses:

1. Ashika A. Shetty

2. Sana M. Karvinkar

Countersigned

For GTL Limited

Chairman/~~Company Secretary~~