



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 Bhawe Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra.

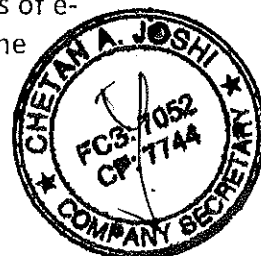
To,
The Chairman,
GTL Infrastructure Limited,
Vishnudas Bhawe Natyagruha, Sector 16-A,
Vashi, Navi Mumbai 400703, Maharashtra.

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 Bhawe 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





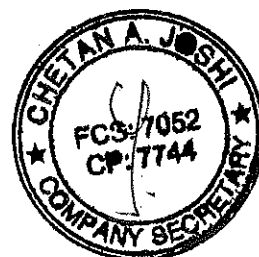
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Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Annual General Meeting of the Company 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



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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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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

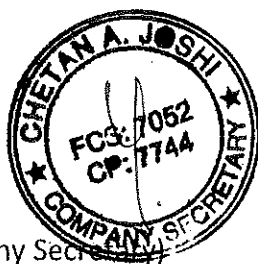
Chetan A. Joshi

(Practising Company Secretary)

(FCS: 7052, CP: 7744)

Place: Thane

Date: 21/09/2017



Received

For GTL Infrastructure Limited

Whole-time Director

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