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Ref. # SE/SS/1112- 56

March 22, 2012

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

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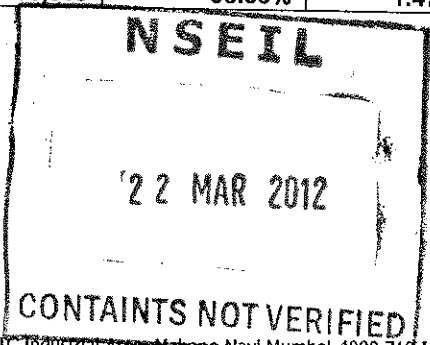
Dear Sir,

Re: Result of Postal Ballot.

Pursuant to the provisions of Clause 36 and other applicable clauses, if any, of the Listing Agreement and further to the Notice of Postal Ballot dated February 9, 2012 dispatched to the shareholders and submitted to your esteem exchanges, we have to inform you that the following resolutions are passed with requisite majority through Postal Ballot, result of which is declared today i.e. to say March 22, 2012.

A. Item No.1 – Ordinary Resolution under Section 94 of the Companies Act, 1956 for alteration of Clause V of the Memorandum of Association of the Company pertaining to Authorised share capital:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,380,309	7.75%	3,350,988	29,321	99.13%	0.87%
Total	97,267,833	26,628,502	27.38%	26,237,987	390,515	98.53%	1.47%



B. Item No.2 – Special Resolution under Section 31 of the Companies Act, 1956 for alteration of Article 3 of the Articles of Association of the Company pertaining to Capital Clause:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,378,198	7.74%	3,348,285	29,913	99.11%	0.89%
Total	97,267,833	26,626,391	27.37%	26,235,284	391,107	98.53%	1.47%

C. Item No.3 – Special Resolution authorizing Restructuring of Debts:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,377,320	7.74%	3,338,813	38,507	98.86%	1.14%
Total	97,267,833	26,625,513	27.37%	26,225,812	399,701	98.50%	1.50%

D. Item No.4 –Special Resolution under Section 81(1A) of the Companies Act, 1956 for issue of Compulsorily Convertible Debentures on a Preferential Basis:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,376,650	7.74%	3,309,225	67,425	98.00%	2.00%
Total	97,267,833	26,624,843	27.37%	26,196,224	428,619	98.39%	1.61%

E. Item No.5 –Special Resolution under Section 81(3)(b) of the Companies Act, 1956, for grant of options to CDR lenders for converting loans into equity shares:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,376,566	7.74%	3,320,079	56,487	98.33%	1.67%
Total	97,267,833	26,624,759	27.37%	26,207,078	417,681	98.43%	1.57%

F. Item No.6 –Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 for increasing the Borrowing Limit of the Company:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,376,694	7.74%	3,316,883	59,811	98.23%	1.77%
Total	97,267,833	26,624,887	27.37%	26,203,882	421,005	98.42%	1.58%

G. Item No.7 –Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 for delegation of authority to the Board for creation of charge / mortgage:

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	22,827,232	22,827,232	100.00%	22,827,232	-	100.00%	0.00%
Public – Institutional holders	30,822,798	420,961	1.37%	59,767	361,194	14.20%	85.80%
Public-Others	43,617,803	3,375,421	7.74%	3,315,655	59,766	98.23%	1.77%
Total	97,267,833	26,623,614	27.37%	26,202,654	420,960	98.42%	1.58%



This is for your information please.

Thanking You,

Yours truly,
For **GTL Limited**


Vidyadhar A. Apte
Company Secretary


Jayendra Pai
AVP – Shares & Systems