

GIL/SE/2011-12/35A/Postal_Ballot/02

March 22, 2012

The Secretary,
Bombay Stock Exchange Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code : 532775

Trading Symbol : GTLINFRA

Dear Sirs,

Sub: Declaration of result of Resolutions passed through Postal Ballot.

We refer to our letter GIL/PostalBallot/SE/31/2011-12/01 dated February 15, 2012, enclosing therewith the Postal Ballot Notice dated February 9, 2012 together with the Postal Ballot Form sent to the Members of the Company seeking their approval to the business listed therein, by postal ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

Mr. Chetan A Joshi, Practicing Company Secretary, appointed as the Scrutinizer by the Board of Directors has submitted his report dated March 20, 2012, to the Chairman of the Company on the postal ballot forms received from the Members. Based on the report submitted by the Scrutinizer, the Chairman today at 12.00 Noon has declared the result of the resolutions passed through Postal Ballot.

In this regard, we would like to inform you that the total number of shareholders who participated in the Postal Ballot is 4416 holding 634,090,906 equity shares. We enclose herewith disclosure of the declared results in the prescribed format as per clause 35A of the Listing Agreement.

Kindly acknowledge the receipt.

Thanking you,

Yours truly,
For GTL Infrastructure Limited


Suresh V Joshi
Company Secretary
Authorised Signatory

Resolution No. 1 : Special Resolution for authorizing Restructuring of Debts 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	381,960,169	381,960,169	100.00%	381,960,169	-	100.00%	0.00%
Public Institutional holders	186,682,966	908,957	0.49%	-	908,957	0.00%	100.00%
Public-Others	388,705,469	247,233,690	63.60%	247,095,193	138,497	99.94%	0.06%
Total	957,348,604	630,102,816	65.82%	629,055,362	1,047,454	99.83%	0.17%

Resolution No. 2 : 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	381,960,169	381,960,169	100.00%	381,960,169	-	100.00%	0.00%
Public – Institutional holders	186,682,966	908,957	0.49%	-	908,957	0.00%	100.00%
Public-Others	388,705,469	247,231,443	63.60%	247,089,720	141,723	99.94%	0.06%
Total	957,348,604	630,100,569	65.82%	629,049,889	1,050,680	99.83%	0.17%

Resolution No. 3 : Special Resolution pursuant to Section 81(3)(b) of the Companies Act, 1956, for grant of option 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	381,960,169	381,960,169	100.00%	381,960,169	-	100.00%	0.00%
Public – Institutional holders	186,682,966	908,957	0.49%	-	908,957	0.00%	100.00%
Public-Others	388,705,469	247,229,798	63.60%	246,989,600	240,198	99.90%	0.10%
Total	957,348,604	630,098,924	65.82%	628,949,769	1,149,155	99.82%	0.18%