



REF: GTL/CS-SE/2018-19/016

September 28, 2018

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.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

Sub: Voting Results - 30th Annual General Meeting held on September 27, 2018.

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results of the 30th Annual General Meeting of the members of the Company:

Date of the 30 th Annual General Meeting	:	Thursday, September 27, 2018
Total number of shareholders on record date (September 21, 2018)	:	71,863
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	2
Public	:	41
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N.A.
Public	:	N.A.

The Electronic voting on the resolutions was arranged through Central Depository Services (India) Limited:

1. Remote e-voting conducted between Monday, September 24, 2018 to Wednesday, September 26, 2018; and
2. Electronic voting was conducted at the venue of the Meeting on Thursday, September 27, 2018.

Details of the Agenda and the result of resolutions (ordinary business) passed at the 30th Annual General Meeting are as per the Scrutinizer's Report dated September 27, 2018 duly signed by the Scrutinizer and by the Whole-time Director of the Company is attached hereto.

Virendra G. Bhatt

Company Secretary

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To,
The Chairman
GTL Limited

30th Annual General Meeting of the members of GTL Limited (CIN: L40300MH1987PLC045657) held at Vishnudas Bhawe Natyagruha, Sector 16-A, Vashi, Navi Mumbai- 400 703 on Thursday, September 27, 2018 at 10.30 a.m.

Sub: Passing of Resolution(s) through remote e-voting and Electronic voting at the AGM venue pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited ('CDSL') as the 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 Centre.
- The Service Provider (CDSL) had provided an Electronic Voting system for Remote E-Voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 30th Annual General Meeting (AGM) of the company, which was held on Thursday, September 27, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider to facilitate their members to cast their vote through remote e-voting.
- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was Friday, August 24, 2018 (Physical & Email) and as on that date, there



were 72,029 members of the Company. The Company had sent the notices of the Annual General Meeting along with Annual Report containing inter alia process and manner for availing E-Voting facility by E-mail to 39,240 members out of whom transmission of E-mails to 1,278 Members had failed and hence the same were sent to them through courier. In respect of 32,597 members, E-mail IDs were not available and hence the notices were sent by Speed Post/courier.

- The Company completed the dispatch of the notice of the Annual General Meeting along with Annual Report in physical form and through E-mail to the members on Friday, August 31, 2018.
- The Notices sent (both through E-mail 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 from time to time.
- 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 Friday, September 21, 2018.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Three days from Monday, September 24, 2018 at 09:00 a.m. (IST) to Wednesday, September 26, 2018 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Free Press Journal' newspaper dated September 4, 2018 having country-wide circulation and in Maharashtra in Marathi in 'Navshakti' newspaper dated September 4, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 30th Annual General Meeting of the Company held on September 27, 2018 the facility to vote through electronic voting was made available to facilitate those members present in the meeting but could not participate in the Remote E- Voting to record their votes.
- On September 27, 2018 after counting of the votes conducted at the venue of the AGM through electronic voting, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Amruta P. Samant and Mr. Daniel C. D'souza who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a Scrutinizer, duly compiled details of remote e-voting and the facility of voting through electronic voting provided at the venue of the AGM, the details of which are as follows:



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

Details	Remote E-voting	Electronic voting at the AGM venue	Total voting
Number of member who cast their votes	107	9	116
Total number of shares held by Them	73118483	11159	73129642
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Abstain/Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		



ORDINARY BUSINESS

1) Item no. 1 of the Notice

To consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	73118483	0	73118483
Electronic voting at the AGM venue	11159	0	11159
Total	73129642	0	73129642

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	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	E-Voting	69579994	69579994	-	69579994	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		69579994	100.0000	69579994	0	100.0000	-
Public Institutions	E-Voting	38728647	2860373	-	2769496	90877	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		2860373	7.3857	2769496	90877	96.8229	3.1771
Public Non Institutions	E-Voting	48988140	678116	-	678100	16	-	-
	E-Voting at the AGM venue		11159	-	11159	0	-	-
	Total		689275	1.4070	689259	16	99.9977	0.0023
Total		157296781	73129642	46.4915	73038749	90893	99.8757	0.1243



SPECIAL BUSINESS**2) Item no. 2 of the Notice (As an Ordinary Resolution)**

To Appoint Dr. Mahesh Murlidhar Borase (DIN: 03330328) as a Director of the Company, to fill up the vacancy created by Mr. Manoj G. Tirodkar (DIN: 00298407).

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	73118483	0	73118483
Electronic voting at the AGM venue	11159	0	11159
Total	73129642	0	73129642

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	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	E-Voting	69579994	69579994	-	69579994	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		69579994	100.0000	69579994	0	100.0000	0.0000
Public Institutions	E-Voting	38728647	2860373	-	2860373	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		2860373	7.3857	2860373	0	100.0000	0.0000
Public Non Institutions	E-Voting	48988140	678116	-	677710	406	-	-
	E-Voting at the AGM venue		11159	-	11159	0	-	-
	Total		689275	1.4070	688869	406	99.9411	0.0589
Total		157296781	73129642	46.4915	73129236	406	99.9994	0.0006



3) Item no. 3 of the Notice (As a Special Resolution)

To Appoint Mr. Sunil Sadanand Valavalkar (DIN: 01799698) as a Whole-time Director of the Company, with effect from December 16, 2017 for a period of three years i.e. up to December 15, 2020.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	73118483	0	73118483
Electronic voting at the AGM venue	11159	0	11159
Total	73129642	0	73129642

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	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	E-Voting	69579994	69579994	-	69579994	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		69579994	100.0000	69579994	0	100.0000	-
Public Institutions	E-Voting	38728647	2860373	-	2769496	90877	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		2860373	7.3857	2769496	90877	96.8229	3.1771
Public Non Institutions	E-Voting	48988140	678116	-	677514	602	-	-
	E-Voting at the AGM venue		11159	-	11159	0	-	-
	Total		689275	1.4070	688673	602	99.9127	0.0873
Total		157296781	73129642	46.4915	73038163	91479	99.8749	0.1251



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

To Re-appoint Mrs. Siddhi Mandar Thakur (DIN: 07142250) as an Independent Director of the Company for a period of five years with effect from April 1, 2018 up to March 31, 2023..

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	73118483	176	73118307
Electronic voting at the AGM venue	11159	0	11159
Total	73129642	176	73129466

The Result of the E voting and Electronic voting at the AGM venue is as under:								
Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	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	E-Voting	69579994	69579994	-	69579994	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		69579994	100.0000	69579994	0	100.0000	0.0000
Public Institutions	E-Voting	38728647	2860373	-	2860373	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		2860373	7.3857	2860373	0	100.0000	0.0000
Public Non Institutions	E-Voting	48988140	677940	-	677084	856	-	-
	E-Voting at the AGM venue		11159	-	11159	0	-	-
	Total		689099	1.4067	688243	856	99.8758	0.1242
Total		157296781	73129466	46.4914	73128610	856	99.9988	0.0012



5) Item no. 5 of the Notice (As a Special Resolution)

To enter into and implement appropriate resolution plans and/or settlement proposals with the lenders of the Company, including pursuant to any applicable circulars / guidelines / law (including the Insolvency and Bankruptcy Code, 2016) as may be deemed legally appropriate.

Manner of Voting	Total Votes	Invalid/ Abstain	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	73118483	0	73118483
Electronic voting at the AGM venue	11159	0	11159
Total	73129642	0	73129642

The Result of the E voting and Electronic voting at the AGM venue is as under:

Whether promoter/ promoter group are interested in the resolution?			NO					
Category	Mode of Voting	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	E-Voting	69579994	69579994	-	69579994	0	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		69579994	100.0000	69579994	0	100.0000	-
Public Institutions	E-Voting	38728647	2860373	-	2769496	90877	-	-
	E-Voting at the AGM venue		0	-	0	0	-	-
	Total		2860373	7.3857	2769496	90877	96.8229	3.1771
Public Non Institutions	E-Voting	48988140	678116	-	674574	3542	-	-
	E-Voting at the AGM venue		11159	-	11159	0	-	-
	Total		689275	1.4070	685733	3542	99.4861	0.5139
Total		157296781	73129642	46.4915	73035223	94419	99.8709	0.1291



All the Resolutions mentioned in Notice of Annual General Meeting dated August 23, 2018 as per the details given above stand passed under Remote E-Voting and voting conducted at Annual General Meeting by way of Electronic voting with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.

I hereby confirm that I am maintaining the registers received from the CDSL both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conducted at Annual General Meeting by way of Electronic voting by the members of the Company. All other relevant records relating to Remote E-Voting and Electronic voting at the AGM venue are under my safe custody and will be handed over the same to the Company Secretary for safekeeping.

Thanking You,

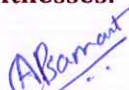
Yours Faithfully


Virendra Bhatt
ACS- 1157 COP-124



Date: September 27, 2018
Place: Mumbai

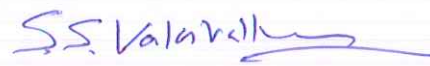
Witnesses:


Ms. Amruta P. Samant


Mr. Daniel C. D'souza

Countersigned and received the Report

For GTL Limited


Whole-time Director/Authorised Person

Date: 27/09/2018
Place: Mumbai