

REF: GTL/CS-SE/2015-16/020 September 30, 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: Declaration of results of Resolutions passed through Postal Ballot.**

We refer to our letter bearing Ref. No. GTL/CS-SE/2015-16/017 dated August 28, 2015 enclosing therewith the Postal Ballot Notice dated May 5, 2015 together with the Postal Ballot Form (including electronic voting) pursuant to Section 110 of the Companies Act, 2013, read with the Rules made thereunder.

Mr. Virendra G. Bhatt, Practicing Company Secretary, the Scrutinizer has submitted his combined report dated September 29, 2015, on postal ballot including voting by electronic means, copy of which is attached for your ready reference and record.

The Chairman & Managing Director has declared the results today i.e. September 30, 2015, based on the report submitted by the Scrutinizer, stating that the following resolution has been duly passed by requisite majority through Postal Ballot (including voting by electronic means).

Pursuant to Clause 31, Clause 35A and other applicable clauses, if any, of the Listing Agreement we submit herewith the voting results of the aforesaid Postal Ballot:

Date of the Extra-ordinary General Meeting (Postal Ballot)	:	Wednesday, September 30, 2015
Total number of shareholders on record date (August 14, 2015)	:	84,217
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	1
Public	:	1
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoter Group	:	N/A
Public	:	N/A

**Details of the Agenda**

**Resolutions required:** Special Resolution.

**Mode of voting:** Postal Ballot form including voting by electronic means (e-voting) between Saturday, August 29, 2015 from 09:00 A.M. and Monday, September 28, 2015 at 05:00 P.M.

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**GTL LIMITED**

Regd Office & Investor Service Centre : Global Vision ES-II MIDC TTC Industrial Area, Mahape Navi Mumbai-4000 710 India  
Tel: +91-22-2761 2929 Ext: 2233-2235 Fax: +91-22-2768 0171 Email: gtishares@gtlilimited.com Website: www.gtlilimited.com

Corp Off: 412 Janmabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 038 India  
Tel: +91-22-2271 5000 Fax: +91-22-2271 5332 CIN :L40300MH1987PLC045657

REF: GTL/CS-SE/2015-16/020 September 30, 2015 (Contd.)

**(AGENDA – WISE)**

<b>Resolution 1:</b> Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16) (i) of the Companies (Management and Administration) Rules, 2014, empowering the Company for creation of charges / mortgage, disposal of whole or substantially the whole of the undertakings of the Company inter-alia sale of OME business to Essential Energy India Private Limited / any other entity, sale of core / non-core assets etc. <b>(Special Resolution)</b>							
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	6,95,79,994	6,95,79,994	100	6,95,79,994	-	100	-
Public – Institutional holders	4,01,14,855	3,01,884	0.75	3,00,000	1,884	99.38	0.62
Public-Others	4,76,01,932	16,25,754	3.42	16,19,140	6,614	99.59	0.41
<b>Total</b>	<b>15,72,96,781</b>	<b>7,15,07,632</b>	<b>45.46</b>	<b>7,14,99,134</b>	<b>8,498</b>	<b>99.99</b>	<b>0.01</b>


Please acknowledge receipt.

Thanking you,

Yours truly,  
For **GTL Limited**



**Vidyadhar A. Apte**  
Company Secretary



**Rahul Desai**  
Head – Capital Markets & Investor Relations

Encl.: As above.

**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 : bhattivirendra1945@yahoo.co.in

**Date: 29<sup>th</sup> September, 2015**

The Chairman / Whole-time Director,  
**GTL Limited**  
"Global Vision",  
Electronic Sadan-II,  
MIDC, TTC Indl. Area,  
Mahape, Navi Mumbai - 400 710,  
Maharashtra.

Dear Sir,

I have scrutinized the Postal Ballot [including electronic voting ("E-voting"/ "E-Votes")] Voting Process of GTL Limited having its Registered Office at "Global Vision", Electronic Sadan-II, MIDC, TTC Indl. Area, Mahape, Navi Mumbai - 400 710, Maharashtra with respect to passing of the resolution regarding Authority to create Charge / Mortgage / Sale of business division(s) pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014

Approval of the shareholders needs to be obtained by way of special resolution, with respect to Item No. 1 of the Postal Ballot Notice dated May 5, 2015, through Postal Ballot. I, submit my report as under:

1. The dispatch of the Notice of the Postal Ballot dated May 5, 2015 was completed on August 26, 2015.
2. The e-voting period commenced on the Saturday, August 29, 2015 (9:00 am IST) and ended on the Monday, September 28, 2015 (5:00 pm IST)
3. The last date for receipt of Postal Ballot forms was Monday, September 28, 2015 (5:00 pm IST)
4. The shareholders holding the shares as on the "Cut off" date i.e. Friday, August 14, 2015 were entitled to vote on the proposed resolution
5. 276 shareholders cast the votes on the e-voting platform and Postal Ballot.
6. At the end of the voting period on Monday, September 28, 2015 (5.00 pm IST), I collected all the Postal Ballot Forms received from the shareholders. As a Scrutinizer, the Report of the Postal Ballot was duly complied and accordingly the result of Postal ballot which includes e-voting, is as under:



## **Special Business**

### **ITEM NO. 1.**

#### **Authority to create Charge / Mortgage / Sale of business division(s)**

##### **Resolution Required: Special Resolution**

**“RESOLVED that** further to the Special Resolution passed through Postal Ballot on September 25, 2014 pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 and subject to the approval of CDR / other Lenders, as may be required, the consent of the members be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Act read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014 to the creation by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof), of such mortgages, charges and / or hypothecations in addition to the existing mortgages / charges, hypothecations and other encumbrances, if any, created / to be created in favour of CDR Lenders, NCD holder, ECB Lenders and other creditors by the Company, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of monies aggregating ₹ 7,000 Cr. (Rupees Seven Thousand Crore only) or equivalent amount in any other foreign currency, borrowed and to be borrowed by the Company from Indian / Foreign Banks / Financial Institutions / Mutual Funds / Development Agencies / CDR Lenders / NCD holder / ECB Lenders and / or other entities.

**RESOLVED FURTHER that** subject to the approval of CDR / other Lenders, as may be required, the Board be and is hereby authorised to sell, lease or otherwise dispose of the whole or substantially the whole of any of the undertakings of the Company including sale of any or all businesses of the Company such as Network Services viz. Operations, Maintenance & Energy Management (OME) business to Essential Energy India Private Limited or any other entity as may be identified / finalized by the Board for consideration between ₹ 800 - ₹ 900 Crore and sale of core / non-core assets, sale of surplus assets / investments, realization of current assets including inventories, sundry debtors, supplier advances & other current assets and the monies so realized will be deposited in such accounts as may be permitted by lenders for discharge of the Company's liabilities towards its CDR Lenders, NCD holder, ECB Lenders, statutory dues, wages and other creditors etc.

**RESOLVED FURTHER that** the Board be and is hereby authorised to finalise and execute the documents for creating the aforesaid mortgages and / or charges and / or sale of business division(s), core / non-core assets, current assets etc. as detailed above and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution.”





**TOTAL VALID VOTES:**

	EVOTING (including PHYSICAL* through Postal Ballot)	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	276	71507632
INVALID/NOT VOTED	0	0
TOTAL VALID VOTES	276	71507632

\* **Physical** - A total of 110 Postal Ballot Forms were received of which 6 forms representing 356 voting rights were rendered invalid on account of reasons like signature mismatch, unsigned ballot form, extraneous remarks or assent / dissent not opted. The Balance 104 valid forms were entered in the e-voting module of Central Depository Services (India) Limited, for enabling the consolidated report.

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	251	71499134	99.99
Dissent	25	8498	0.01
Total	276	71507632	100

**TABLE SHOWING BIFURCATIONS OF PROMOTERS, PUBLIC INSTITUTIONAL HOLDERS 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	301884	0.75	300000	1884	99.38	0.62
Public- Others	47601932	1625754	3.42	1619140	6614	99.59	0.41
TOTAL	157296781	71507632	45.46	71499134	8498	99.99	0.01

I have to report that for Resolution No. 1, votes cast in favour were 7,14,99,134 (representing 99.99% of the total votes cast) and Dissent were 8,498 (representing 0.01% of the total votes cast).



**The votes cast in favour are more than the votes cast against the resolution and hence the resolution has been passed with the requisite majority.**

I further report that total number of shareholders was 84,217 representing 15,72,96,781 votes entitled of 15,72,96,781 shares. The Company has dispatched postal ballots under post /courier on 25th August, 2015 and through electronic media on 26th August, 2015 out of which 276 shareholders representing 7,15,07,632 shares voted through E-voting and Postal Ballot.

The Postal Ballot Register as per relevant documents for the same is available for inspection to the members of the Company at the Registered office of the Company. The register along with all the records will be handed over to you at your office as per the said Rules.

  
**Virendra G. Bhatt**  
**A. C. S. No: 1157**  
**C. P. No: 124**  
