



REF: GTL/CS-SE/2016-17/015

September 22, 2016

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

Dear Sir/s,

Sub: Voting Results - 28th Annual General Meeting held on September 21, 2016.

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (and other applicable regulations, if any,) we submit herewith the voting results of the 28th Annual General Meeting of the members of the Company:

Date of the 28 th Annual General Meeting	:	Wednesday, September 21, 2016
Total number of shareholders on record date (September 14, 2016)	:	81,113
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group	:	1
Public	:	71
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 Sunday, September 18, 2016 and Tuesday, September 20, 2016; and
2. Electronic voting was conducted at the venue of the Meeting on September 21, 2016.

Details of the Agenda and the result of resolutions (ordinary and special) passed at the 28th Annual General Meeting are as per the Scrutinizer's Report dated September 21, 2016 duly signed by the Scrutinizer and by the Chairman of the Company is attached hereto.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Limited


Vidyadhar A. Apte
Company Secretary


Milind Bapat
Chief Financial Officer

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.

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To,
The Chairman
GTL LIMITED

28th 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 Wednesday, September 21, 2016 at 11.00 a.m.

Sub: Passing of Resolution(s) through remote e-voting and electronic voting at the AGM venue pursuant to Sections 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 the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

The Board of Directors of GTL Limited (hereinafter referred to as the "Company") at its meeting held on April 28, 2016 has appointed me as the Scrutinizer for the remote e-voting as well as to scrutinize the voting through electronic voting at the venue of the AGM pursuant to Sections 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 in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

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 Center.
- The Service Provider had provided an electronic voting system for e-voting through CDSL by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 28th Annual General Meeting (AGM) of the company, which was held on Wednesday, September 21, 2016.
- 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 its 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 AGM was August 19, 2016. (Physical & Email) and as on that date, there were 81,291 members. The Company /Service Provider had sent the notice of the AGM along with Annual Report containing inter alia process and manner for availing e-voting facility by E-mail to 37,475 members out of whom transmission of E-mails to 1804 Shareholders had failed and hence the same were sent to them through courier. In respect of 43,583 members, E-mail IDs were not available or shareholders requested for physical copies and hence the notices were sent by post/courier.



- The Company completed the dispatch of the notice in physical form to the members on August 25, 2016 and through E-mail on August 26, 2016.
- The Notice sent (both through email 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.
- 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 September 14, 2016.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for Three days from Sunday, September 18, 2016 at 09:00 a.m. (IST) to Tuesday, September 20, 2016 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 'The Free Press Journal' newspaper dated August 26, 2016 having country-wide circulation and in Maharashtra in 'Navshakti' newspaper dated August 26, 2016. 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 28th Annual General Meeting of the Company held September 21, 2016, the facility to vote through Electronic voting was made available through CDSL to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On September 21, 2016, after counting of the votes conducted at the venue of the AGM through electronic voting facility provided by CDSL, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Kashyap V. Patel and Mr. Vishwas Y. Salvi 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 the electronic voting conducted at the venue of the AGM are as under:

Details	Remote E-voting	Electronic voting at the AGM venue	Total voting
Number of member who cast their votes	124	39	163
Total number of shares held by them	71378216	13599	71391815
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Electronic voting.



ORDINARY BUSINESS

1) Item no. 1 of the Notice (As an Ordinary Resolution)

To consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditor's thereon;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditor's thereon.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	71378216	71378214	-	2	-	-
Electronic voting at the AGM	13599	13583	-	16	-	-
TOTAL	71391815	71391797	99.99	18	0.01	-

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/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
Promoter & Promoter Group	E-Voting	-	69579994	-	69579994	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	69579994	69579994	100	69579994	0	100	0
Public Institutional Holders	E-Voting	-	300000	-	300000	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	39008665	300000	0.77	300000	0	100	0



Public- Non Institutional	E-Voting	-	1498222	-	1498220	2	-	-
	Electronic voting at the AGM	-	13599	-	13583	16	-	-
	Total	48708122	1511821	03.10	1511803	18	99.99	0.01
TOTAL		157296781	71391815	45.39	71391797	18	99.99	0.01

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

To appoint a Director in place of Mr. Manoj G. Tirodkar, who retires by rotation and is eligible for re-appointment.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	71378216	71378214	-	2	-	-
Electronic voting at the AGM	13599	13583	-	16	-	-
TOTAL	71391815	71391797	99.99	18	0.01	-

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/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
Promoter & Promoter Group	E-Voting	-	69579994	-	69579994	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	69579994	69579994	100	69579994	0	100	0



Public Institutional Holders	E-Voting	-	300000	-	300000	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	39008665	300000	0.77	300000	0	100	0
Public- Non Institutional	E-Voting	-	1498222	-	1498220	2	-	-
	Electronic voting at the AGM	-	13599	-	13583	16	-	-
	Total	48708122	1511821	03.10	1511803	18	99.99	0.01
TOTAL		157296781	71391815	45.39	71391797	18	99.99	0.01

3) **Item no. 3 of the Notice (As an Ordinary Resolution)**

To ratify appointment of M/s Godbole Bhawe & CO.; Chartered Accountants and M/s Yeolekar & Associates, Chartered Accountants as Joint Auditors and fixing their remuneration.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	71378216	71378214	-	2	-	-
Electronic voting at the AGM	13599	13583	-	16	-	-
TOTAL	71391815	71391797	99.99	18	0.01	-



Table showing Bifurcations of Promoters, Financial Institutions and Others:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/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
Promoter & Promoter Group	E-Voting	-	69579994	-	69579994	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	69579994	69579994	100	69579994	0	100	0
Public Institutional Holders	E-Voting	-	300000	-	300000	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	39008665	300000	0.77	300000	0	100	0
Public- Non Institutional	E-Voting	-	1498222	-	1498220	2	-	-
	Electronic voting at the AGM	-	13599	-	13583	16	-	-
	Total	48708122	1511821	03.10	1511803	18	99.99	0.01
TOTAL		157296781	71391815	45.39	71391797	18	99.99	0.01

▪ **SPECIAL BUSINESS**

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

Approval for selling / disposing of the Company's shareholding in its subsidiary company (ies), whether material or not, held either directly or through the Company's subsidiary(ies)and / or selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the assets of the subsidiary company(ies), whether material subsidiary or not.



Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	71378216	71375982	-	2234	-	-
Electronic voting at the AGM	13599	13583	-	16	-	-
TOTAL	71391815	71389565	99.99	2250	0.01	-

Table showing Bifurcations of Promoters, Financial Institutions and Others:


Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/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
Promoter & Promoter Group	E-Voting	-	69579994	-	69579994	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	69579994	69579994	100	69579994	0	100	0
Public Institutional Holders	E-Voting	-	300000	-	300000	0	-	-
	Electronic voting at the AGM	-	0	-	0	0	-	-
	Total	39008665	300000	0.77	300000	0	100	0
Public- Non Institutional	E-Voting	-	1498222	-	1495988	2234	-	-
	Electronic voting at the AGM	-	13599	-	13583	16	-	-
	Total	48708122	1511821	03.10	1509571	2250	99.85	0.15
TOTAL		157296781	71391815	45.39	71389565	2250	99.99	0.01



All the Resolutions mentioned in the AGM Notice dated April 28, 2016 as per the details above stand passed under Remote E-Voting, and electronic voting conducted at AGM venue with the requisite majority and hence deemed to be passed as on date of the AGM.

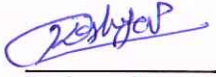
I hereby confirm that I am maintaining the electronic Registers received from the Service Provider in respect of the votes cast through Remote E-Voting, and electronic voting conducted at the AGM by the Members of the Company. All other relevant records relating to e-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.


Thanking You,


Virendra Bhatt
ACS- 1157
COP-124

Date: September 21, 2016.
Place: Mumbai

Witnesses:


Kashyap V. Patel


Vishwas Y. Salvi

**Countersigned and received the Report
For GTL Limited**


-Director