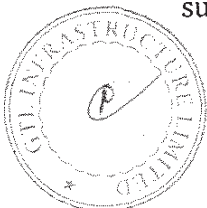


GTL INFRASTRUCTURE LIMITED

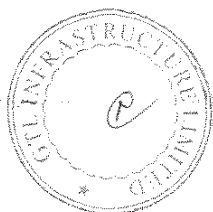
**PROCEEDINGS AT THE TWELFTH ANNUAL GENERAL MEETING (AGM) OF THE
COMPANY HELD ON WEDNESDAY, SEPTEMBER 23, 2015, AT 2.00 P.M AT
MARATHI SAHITYA, SANSKRITI & KALA MANDAL, SAHITYA MANDIR HALL, NEAR
NAVI MUMBAI SPORTS ASSOCIATION, SECTOR 6, VASHI, NAVI MUMBAI 400 703,
MAHARASHTRA, INDIA.**

1. The Chairman of the Company took the Chair.
2. The Chairman announced that 126 members were present in person and called the meeting to order. There were no proxies.
3. With the permission of the members present, the Notice of the Meeting and the Directors' Report were taken as read. The Chairman also informed the meeting that the Register of Directors Shareholding, the Proxy Register and other statutory registers / records as required under the Companies Act, 2013 were kept open for inspection.
4. At the request of the Chairman, Mr. Nitesh Mhatre - Company Secretary, read the Auditors' Report.
5. The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company had extended e-voting facility to its members in respect of all businesses to be transacted at the 12th AGM between September 19, 2015 and September 22, 2015 in proportion to their shareholding as on cut-off date of September 18, 2015. He also informed that Mr. Chetan Joshi, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process in a fair and transparent manner and that the scrutinizer's report on remote e-voting and that the combined result of remote e-voting and voting through ballot paper at the AGM would be intimated to the Stock Exchanges in due course of time.
6. The Chairman then informed the Members that such Members who had not voted earlier through the remote electronic voting means could vote through the poll process to be conducted as per the requirements of the Companies Act, 2013 and the Rules made thereunder.
7. The Chairman, thereafter, took up the Item Nos. 1 to 6 listed in the Notice for transaction and invited queries from Members on Audited Accounts and related matters. Accordingly, 9 Members raised various queries and the Chairman suitably replied the same.



8. The Chairman then informed the Members that since the e-voting was mandatory and as the Company has already made the said facility available to the members for all the resolutions being transacted in the AGM, there was no requirement for the members for proposing or seconding each resolution.
9. Prior to the commencement of polling at the instructions of the Chairman, empty ballot box was shown to the Members present. The ballot box was then sealed in the presence of the Scrutinizer.
10. The Polling commenced thereafter and was concluded in due course.
11. The Chairman thanked the Members present and concluded the Meeting.
12. Based on the Scrutinizer's Report, the Voting Results (remote e-voting & polling) were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement on September 24, 2015 and the same were uploaded on the website of the Agency appointed for conducting e-voting i.e. Central Depository Services (India) Limited as well as on the website of the Company i.e. www.gtlinfra.com. A summation of the results is furnished below:

Sr. No.	Particulars	Type of Resolution	% Votes cast in favour	% votes Cast Against
1.	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon	Ordinary	99.999	0.001
2.	Re-appointment of Mr. Milind Naik (DIN: 00276884) as a Director of the Company, who retires by rotation.	Ordinary	99.999	0.001
3.	Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No.102489W) as the Joint Auditors and fixing their remuneration.	Ordinary	99.999	0.001
4.	Appointment of Mrs. Sonali Pawan Choudhary (DIN: 07139326) as a Non-Executive Non-Independent Director of the Company.	Ordinary	99.999	0.001



Sr. No.	Particulars	Type of Resolution	% Votes cast in favour	% votes Cast Against
5.	Approval of material Related Party Transactions with GTL Limited.	Special	99.999	0.001
6.	Approval of material Related Party Transactions with Chennai Network Infrastructure Limited.	Special	99.999	0.001

For **GTL Infrastructure Limited**


Nitesh Mhatre
Company Secretary

