

GTL INFRASTRUCTURE LIMITED

**PROCEEDINGS AT THE ELEVENTH ANNUAL GENERAL MEETING (AGM) OF THE
COMPANY HELD ON TUESDAY, SEPTEMBER 16, 2014, AT 2.00 P.M AT VISHNUDAS
BHAVE NATYAGRUHA, VASHI, NAVI MUMBAI, 400 703.**

1. The Chairman of the Company took the Chair.
2. The Chairman announced that 121 members in person and 4 members through proxy were present and called the meeting to order.
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 11th AGM between September 10, 2014 and September 12, 2014 in proportion to their shareholding as on cut-off date of August 8, 2014. 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 said scrutinizer had already submitted report to him on e-voting and that the combined result of 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 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 12 listed in the Notice for transaction and invited queries from Members on Audited Accounts and related matters. Accordingly, 14 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

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the members for all the resolutions being transacted in the AGM and considering that the report of the Scrutinizer on e-voting has already been submitted to him, 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 & Proxies 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 and Proxies present and concluded the Meeting.
12. Based on the Scrutinizer's Report, the Voting Results (e-voting & polling) were intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Equity Listing Agreement on September 17, 2014 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 Financial Statements and the Reports of Board of Directors and Auditors as at March 31, 2014.	Ordinary	100.00	0.00
2.	Appointment of Mr. Manoj Tirodkar as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	100.00	0.00
3.	Appointment of Mr. Charudatta Naik as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	100.00	0.00
4.	Appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (FR No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (FR No.102489W) as a Joint Auditors and fixing their remuneration.	Ordinary	100.00	0.00
5.	Appointment of Mr. Balasubramanian as an Independent Director.	Ordinary	99.63	0.37

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Sr. No.	Particulars	Type of Resolution	% Votes cast in favour	% votes Cast Against
6.	Appointment of Mr. Anand Patkar as an Independent Director.	Ordinary	100.00	0.00
7.	Appointment of Mr. Vinod Agarwala as an Independent Director.	Ordinary	100.00	0.00
8.	Appointment of Mr. Vijay Vij as an Independent Director.	Ordinary	100.00	0.00
9.	Approval of remuneration being paid to Mr. Vikas Vinayak Deodhar (Membership No. 3813), Mumbai as a Cost Auditor of the Company	Ordinary	100.00	0.00
10.	Re-appointment of Mr. Milind Naik as a Whole-time Director & Co-Chief Operating Officer of the Company for a period of 3 years.	Special	100.00	0.00
11.	Approval to Board of Directors to borrow sums not exceeding Rs. 25,000 Cr.	Special	99.63	0.37
12.	Authority to issue Securities either through public issue or through private placement.	Special	99.63	0.37

For GTL Infrastructure Limited

N.A. Mhatre
Nitesh Mhatre
Company Secretary