



NOTICE FOR AGM

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting of the Members of GTL Infrastructure Limited will be 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, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Milind Naik (DIN: 00276884), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the Audit Committee of the Board of Directors and further to resolution passed by the members in the Eleventh (11th) Annual General Meeting (AGM) held on September 16, 2014, the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration No.101720W) and M/s. Yeolekar & Associates, Chartered Accountants, Mumbai (Firm Registration No.102489W) as the Joint Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fifteenth (15th) AGM to be held in the calendar year 2018 be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to the Joint Auditors for the Financial Year 2015–16, as may be recommended by the Audit Committee in consultation with the Joint Auditors.”

Special Business

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:
“RESOLVED that Mrs. Sonali Pawan Choudhary (DIN: 07139326), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2015 pursuant to the

provisions of Section 161 of the Companies Act, 2013 (the “Act”) and Article 130 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Act in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed a Non–Executive Non–Independent Director of the Company, liable to retire by rotation.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Clause 49(VII)(E) and other applicable clauses, if any, of the Listing Agreement, the consent of the members be and is hereby accorded for undertaking material Related Party Transactions with GTL Limited, as disclosed in the Explanatory Statement.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee(s) constituted / to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and also authorized to settle any question, difficulty or doubt that may arise in this regard and further authorized to execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Clause 49(VII)(E) and other applicable clauses, if any, of the Listing Agreement, the consent of the members be and is hereby accorded for undertaking material Related Party Transactions with Chennai Network Infrastructure Limited, as disclosed in the Explanatory Statement.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee(s) constituted / to be constituted by the Board to exercise the powers

conferred on the Board by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and also authorized to settle any question, difficulty or doubt that may arise in this regard and further authorized to execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

By Order of the Board of Directors

Nitesh A. Mhatre
Company Secretary

Place: Mumbai
Date: May 6, 2015

Registered Office:

GTL Infrastructure Limited
‘Global Vision’, 3rd Floor,
Electronic Sadan No. II, M.I.D.C.,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400 710, Maharashtra, India
Tel: +91 22 27673500 **Fax:** +91 22 27673666
E-mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution / authority, as applicable.

2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. In case of joint holders attending the Meeting, only joint holder who is higher in the order of names as

per the Register of Members of the Company will be entitled to vote.

4. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of businesses under Item Nos. 4 to 6 to be transacted at the 12th Annual General Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed on Wednesday, September 23, 2015 for the purpose of Annual General Meeting.
6. All documents referred in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
7. Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, August 14, 2015 and Directors and Auditors of the Company through email / courier / post.
8. Members holding shares in physical form are requested to notify, any change in their name, address, e-mail address, Bank Account details, nominations, power of attorney, etc., to the Share Transfer Agent at GTL Limited-Investor Service Centre, Unit: GTL Infrastructure Ltd., ‘Global Vision’, Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai – 400 710. Members holding shares in electronic form should update such details with their Depository Participants.
9. Members holding shares in physical form are requested to get their shares dematerialized by approaching their respective Depository Participants, if they are already operating a Demat Account. Members who have not yet opened a Demat Account are requested to open an account and dematerialize their shares, as the shares of the Company are compulsorily traded in electronic form. For any assistance or guidance for dematerialization, Members are requested to contact the Share Transfer Agent, GTL Limited or send an email to gilshares@gtlinfra.com.
10. Members are requested to forward their queries on Annual Accounts or other sections of the Annual Accounts or other Sections of the Annual Report to the Company Secretary at least 10 days in advance. In order to minimize paper cost / work, members / investors are requested to forward their queries pertaining to Annual Accounts and other Sections of Annual Report by e-mail to gilshares@gtlinfra.com.
11. The Company’s Equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India

Limited (NSE). Further, the Listing Fees in respect of Equity Shares of the Company have been paid to BSE and NSE for the Financial Year 2015–16. The Company’s FCCBs are listed on Singapore Exchange Securities Trading Limited (SGX).

12. Members / proxies are requested to bring the attendance slips duly filled in and signed for attending the Annual General Meeting.
13. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
14. In keeping with the Ministry of Corporate Affairs ‘Green Initiative’ in April 2011 by allowing paperless compliances by companies through electronic mode and also in keeping with the provisions of the Companies Act, 2013, the Listing Agreement with Stock Exchanges, for the purpose of sending Notices and other documents to its Members through electronic mode to the email address furnished to the Company / Depositories, Members who have so far not provided their email addresses to the Company (for holdings in physical form) or the Depositories (for holdings in electronic form) are requested to provide the same to the Company / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such Members.

15. Voting through electronic means (EVSN 150813035):

In compliance with the provision of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e–voting facility as an option to all the Members of the Company to exercise their right to vote at the 12th Annual General Meeting (AGM). The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e–voting.

The instructions for shareholders voting electronically (remote e–voting) are as under:

- i. The voting period begins on Saturday, September 19, 2015 at 09:00 AM and ends on Tuesday, September 22, 2015 at 05:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut–off date (record date) of Friday, September 18, 2015 may cast their vote electronically. The e–voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. The shareholders should log on to the e–voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on any earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha–numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant may enter the AGM Voting Serial No. (AVSR) in the PAN field. • The AVSR is printed in the Ballot Form for shareholders receiving the communication in physical form and also in the email for shareholders receiving this communication electronically.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the 16 digit Demat A/c No. / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e–voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of “GTL INFRASTRUCTURE LIMITED” which is 150813035 on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Note for Non – Individual Shareholders and Custodians**
- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e–voting, you may refer the Frequently Asked Questions (“FAQs”) and e–voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 16. Voting through Ballot for General Meeting Resolutions:**
- Members who do not have access to remote e–voting facility may send duly completed ballot form annexed hereto, so as to reach the scrutinizer appointed by the Board of Directors of the Company, Mr. Chetan A. Joshi, Practicing Company Secretary at the Registered Office of the Company, not later than Tuesday, September 22, 2015 up to 05:00 PM IST. Any person who becomes a member of the Company after dispatch of the Notice of this meeting and holding shares as on the cut–off date viz. Friday, September 18, 2015 has the option to download the Ballot Form for the Annual General Meeting from the

link www.evotingindia.com or www.gtlinfra.com” or seek duplicate Ballot form from the Registered Office of the Company. Ballot form received after Tuesday, September 22, 2015 (05:00 PM IST) will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.

17. The Company has appointed Mr. Chetan A. Joshi, a practicing Company Secretary (Membership No. ACS 20829) as the Scrutinizer for conducting the entire remote e-voting process / ballot process in a fair and transparent manner.
18. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
19. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
20. The results declared along with the Scrutinizer’s Report will be hosted on the Company’s website at www.gtlinfra.com and on CDSL’s website at www.evotingindia.com for information of the Members, besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In order to comply with the provisions of Section 149 of the Companies Act, 2013 (the “Act”) and Clause 49 of the Listing Agreement in respect of appointment of at least one women director on the Board on or before March 31, 2015, the Board of Directors by way of passing resolution by

circulation on March 31, 2015, appointed Mrs. Sonali Pawan Choudhary as an Additional Director of the Company, which was noted in Board Meeting held on May 6, 2015. The said appointment was in pursuance of the provisions of Section 161 of the Act and Article 130 of the Articles of Association of the Company. Accordingly, Mrs. Sonali Pawan Choudhary holds office only up to the date of the 12th Annual General Meeting. The Company has received notice in writing along with the necessary amount as deposit from member proposing candidature of Mrs. Sonali Pawan Choudhary in terms of Section 160 of the Act.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Sonali Pawan Choudhary as Non-Executive Non-Independent Director, liable to retire by rotation

Brief resume of Mrs. Sonali Pawan Choudhary, nature of her expertise in specific functional area and names of companies in which she holds directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

Mrs. Sonali Pawan Choudhary is concerned or interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment.

The Board commends passing of this resolution set out in Item No. 4 of the accompanying Notice.

Save and except for their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the said resolution.

Item No. 5

The Company is registered as IP-1 Telecom Tower infrastructure Provider and one of the independent tower companies to build and manage Passive Infrastructures. The Company serves as a provider of infrastructure and services to telecom operators by undertaking the full range of responsibilities in building and maintaining the sites. As a part of these activities, the Company has to provide uninterrupted supply of power to the customer equipments

on a 24x7 basis. To ensure this uninterrupted supply of power, it requires availability of Electricity and other Fuels to run the passive equipments and thus ensure service to end customers. For the same, the Company needs to have a reliable partner who can provide this Energy services. GTL Limited (GTL), which is a related party, offers Energy Management Services as a part of its networking solutions. Considering the PAN India presence of GTL, offering all the services, a large team of capable staff and skilled manpower, vast experience in telecom sector, the Company has entered into a contract with GTL for Energy management. GTL ensures availability of electricity and fuel as required on 24x7 basis as per the agreed mechanism in the contract. GTL manages the provision of this energy to ensure that the cost to the Company is fixed and also brings efficiency to the operations.

We furnish hereinbelow details of material Related Party Transaction with GTL:

Name of Related Party	Name of the Director or KMP who is related	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement of transaction
GTL Limited	Manoj G. Tirodkar	Director having significant influence	Energy Management Agreement Provision of Power (Electricity) and Fuel under Fixed Energy Management Services Contract Contract Validity – Multiyear (approx. 10 years) Review period – 2 years approx. Effective date – April 1, 2015 Annual Contract Value – ₹ 375 Cr. (indexed to market rates of electricity and fuel from time to time)

The provisions of Clause 49(VII)(E) of the Listing Agreement provide for undertaking material Related Party Transactions by the Company with the approval of the shareholders by way of passing a Special Resolution.

In view of the above, it is necessary for the Members to pass a special resolution for enabling the Company to undertake material Related Party Transactions with GTL in each financial year up to a limit stipulated hereinabove.

The Board commends passing of the resolution as set out in Item No. 5 of the accompanying Notice.

Except Mr. Manoj G. Tirodkar and Mr. Vijay Vij, both Directors of GTL Limited, none of the Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise, in the passing of the Resolution.

Item No. 6

Chennai Network Infrastructure Limited (CNIL) was set up by the Company and other Global group Companies as a 'Special Purpose Vehicle' (SPV) for purchase of 17,500 telecom tower business from Aircel Limited and its two subsidiaries. CNIL is an Associate of the Company, hence is a related party. The Company is pursuing the Scheme of Arrangement for the merger of CNIL with the Company. After successful implementation of Corporate Debt Restructuring (CDR) package, the Company and CNIL are in process of stabilizing its business operations. Looking at the benefits of consolidation and resultant

operational efficiencies and also considering proposed merger of CNIL with the Company, telecom tower portfolio's of both the companies viz. the Company and CNIL are managed by the Company. Hence, it was agreed to share all operations cost and other expenditures as per agreed terms between the Company and CNIL.

We furnish hereinbelow details of material Related Party Transaction with CNIL:

Name of Related Party	Name of the Director or KMP who is related	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement of transaction
Chennai Network Infrastructure Limited (CNIL)	N.A.	Associate	Reimbursement of operations cost and other expenditures from CNIL Amount involved – ₹ 180 Cr. p.a.

The provisions of Clause 49(VII)(E) of the Listing Agreement provide for undertaking material Related Party Transactions by the Company with the approval of the shareholders by way of passing a Special Resolution.

In view of the above, it is necessary for the Members to pass a special resolution for enabling the Company to undertake material Related Party Transactions with CNIL in each financial year up to a limit stipulated hereinabove.

The Board commends passing of the resolution as set out in Item No. 6 of the accompanying notice.

Except Mr. Manoj G. Tirodkar and Mr. Vijay Vij, both Directors of Chennai Network Infrastructure Limited, none of the Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise, in the passing of the Resolution.

By Order of the Board of Directors

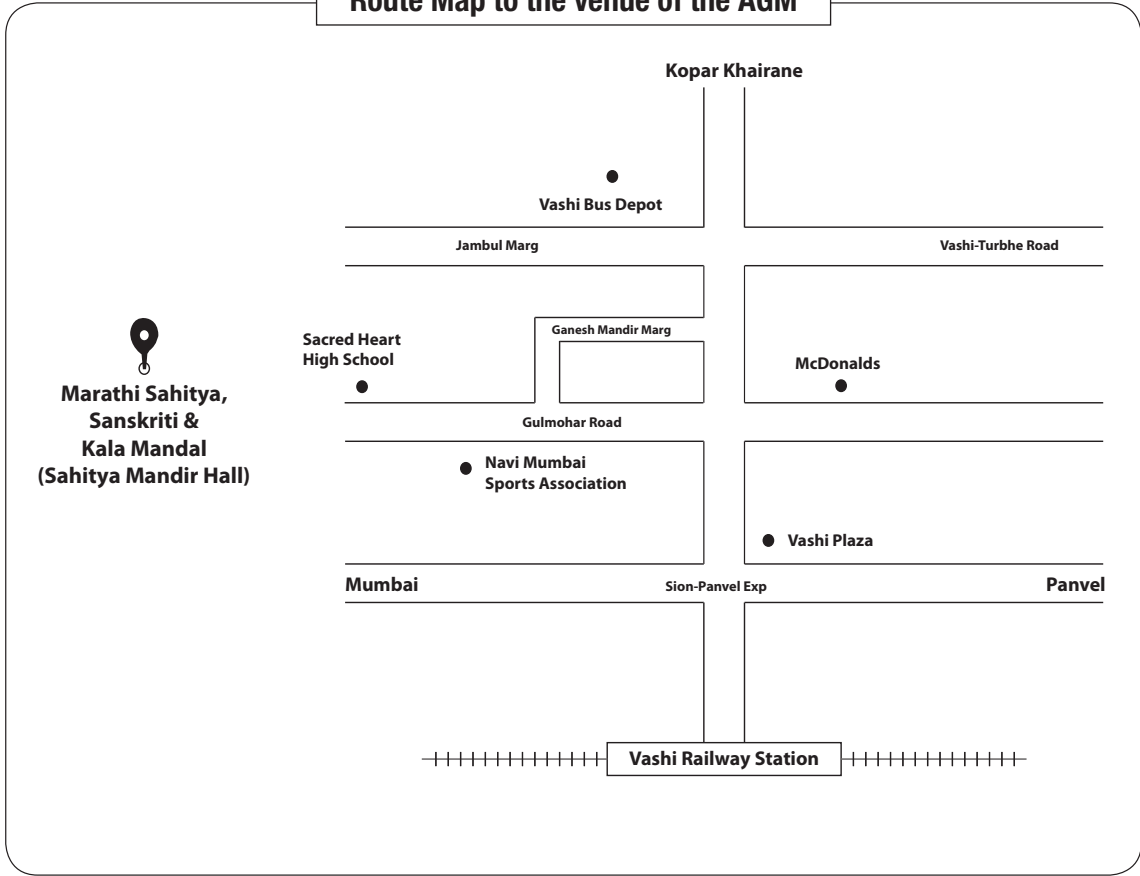
Nitesh A. Mhatre
Company Secretary

Place: Mumbai
Date: May 6, 2015

Registered Office:

GTL Infrastructure Limited
'Global Vision', 3rd Floor,
Electronic Sadan No.II, M.I.D.C,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400 710
Tel: +91 22 27673500; **Fax:** +91 22 27673666
E-mail: gilshares@gtlinfra.com
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

Route Map to the venue of the AGM



GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan-II, MIDC,
TTC Indl. Area, Mahape, Navi Mumbai – 400 710. Maharashtra, India
Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666



E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367

ATTENDANCE SLIP

Folio No./ DP ID Client ID No.: No. of Shares:

NAME AND ADDRESS OF THE MEMBER:

.....
.....
.....

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND
OVER AT THE ENTRANCE OF THE MEETING HALL

I certify that I am a registered member / proxy for the registered member of the Company.

I hereby record my presence at the Twelfth (12th) Annual General Meeting of the Company being 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.

.....
Name of the attending Member/Proxy*

.....
Member's/Proxy's* Signature

* Strike out whichever is not applicable

GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan-II, MIDC,
TTC Indl. Area, Mahape, Navi Mumbai – 400 710. Maharashtra, India
Tel: +91 22 2767 3500 **Fax:** +91 22 2767 3666



E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No / Client Id & DP ID :

I / We, being the member (s) holding shares of the above named company, hereby appoint,

1. Name:

Address

E-mail Id: Signature:or failing him

2. Name:

Address

E-mail Id: Signature:or failing him

3. Name:

Address

E-mail Id: Signature:

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twelfth (12th) Annual General Meeting of the Company, to be held on the 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

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
2. Re-appointment of Mr. Milind Naik (DIN: 00276884) as a Director of the Company, who retires by rotation
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
4. Appointment of Mrs. Sonali Pawan Choudhary (DIN: 07139326) as a Non-Executive Non-Independent Director of the Company
5. Approval of material Related Party Transactions with GTL Limited
6. Approval of material Related Party Transactions with Chennai Network Infrastructure Limited

Signed this day of 2015

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

LIST OF BRANCHES IN INDIA

ANDHRA PRADESH

207/208, Navketan Bldg, 62, 2nd Floor,
Sarojini Devi Road, Near Clock Tower,
Secunderabad – 500 003,
Hyderabad, India.

ASSAM

3rd Floor, Mayur Garden,
Opp. Rajeev Bhavan, ABC Bus Stop,
Bhangagarh, G.S. Road,
Guwahati – 781 005, India.

BIHAR

Markandey Complex, 3rd Floor,
Gayatri Mandir Road, Near Paneerwala,
Kankerbagh, Patna – 800 020,
Bihar, India.

COIMBATORE

1168, Sam Surya Towers,
2nd Floor, 4/5 Avinashi Road,
P. N. Palayam,
Coimbatore – 641 037, India.

DELHI

3rd Floor,
Palm Court Building,
20/4, Sukhrali Chowk,
Gurgaon – 122 001, India.

GUJARAT

B-303, Baleshwar Square,
Opp. Iscon Temple, S. G. Road,
Ahmedabad – 380 054,
Gujarat, India.

JAMMU & KASHMIR

1st Floor, Sunny Square, Commercial
Complex, Near J & K Bank Ltd.,
Gangyal, Srinagar Kashmir,
Jammu – 180 010, India.

JHARKHAND

Room No. 401, 4th Floor,
Commerce House, Sharda Babu Street,
Near Hotel Leelac, Ranchi – 834 001,
Jharkhand, India.

KARNATAKA

No. 3 & 5, Connaught Road,
Off Queens Road,
Tasker Town,
Bangalore – 560 052, India.

KERALA

40/9650, Prabhu Tower,
1st Floor, Opp Chennai Silks,
M. G. Road North, Ernakulam,
Kerala – 682 035, India.

MADHYA PRADESH

30 Manav Niket, Indira Press Complex,
Zone 1, Near Dainik Bhaskar Press,
M. P. Nagar, Bhopal – 462 001,
Madhya Pradesh, India.

MAHARASHTRA

Plot No. 32/33, Phase 1,
Rajiv Gandhi InfoTech Park,
Opp. Persistent Building, Hinjewadi,
Pune – 411 057, Maharashtra, India.

MUMBAI

412–Janmabhoomi Chambers,
29–Walchand Hirachand Marg,
Ballard Estate, Mumbai – 400 038.
Maharashtra, India.

NAVI MUMBAI

3rd Floor, “Global Vision”, ES-II,
MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710,
Maharashtra, India.

ORISSA

1st Floor, Plot No. 760,
M. J. Plaza, Cuttack Road,
Bhubaneswar – 751 009,
Orissa, India.

PUNJAB & HARYANA

E-9, Phase 7,
Industrial Area, SAS Nagar,
Mohali – 160 055,
Punjab, India.

RAJASTHAN

312 to 319, 3rd Floor, Geetanjali Tower,
Civil Lines, Near Bombay Walon Ka Bagh,
Ajmer Road, Jaipur – 302 006,
Rajasthan, India.

TAMILNADU

Old No. 34/1DL, New No. 403L,
7th Floor, Samson Tower's,
Panthcon Road, Egmore,
Chennai – 600 008, India.

UTTAR PRADESH – EAST

6A, 2nd Floor, Jeet Palace,
Sapru Marg, Hazaratganj,
Lucknow – 226 001,
Uttar Pradesh, India.

UTTAR PRADESH – WEST

1st Floor, Regalia Towers,
301/1, Mangal Pandey Nagar,
Near Kotak Mahindra Bank,
University Road, Meerut – 250 004, India.

WEST BENGAL

Cimsys Tower, 3rd Floor, Y-13,
Plot – Ep, Opp – South City Pinnacle,
Sector V, Salt Lake,
Kolkata – 700 091, India.



GLOBAL Group Enterprise

www.gtlinfra.com

“Global Vision”, 3rd Floor, Electronic Sadan-II, MIDC, TTC Industrial Area,
Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Tel: +91 22 2767 3500 | Fax: +91 22 2767 3666

CIN No. : L74210MH2004PLC144367

GTL INFRASTRUCTURE LIMITED



Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan-II, MIDC, TTC Indl. Area, Mahape, Navi Mumbai – 400 710. Maharashtra, India

Tel: +91 22 2767 3500; **Fax:** +91 22 2767 3666

E-mail: gilshares@gtlinfra.com; **Website:** www.gtlinfra.com

CIN: L74210MH2004PLC144367

Ballot Form (12th AGM)

EVSN: 150813035

AVSR No. :

Name(s) of Member(s) :

(in BLOCK LETTERS)

(including joint holders, if any)

Registered address of the :

sole / first named Member

Registered Folio No. / :

DP ID and Client ID*

(* Applicable to investors holding shares in dematerialized form)

Number of equity shares held :

I / We hereby exercise my / our vote in respect of the following Resolutions set out in the Notice of the Twelfth (12th) Annual General Meeting of the Company to be held on Wednesday, September 23, 2015 by recording my / our Assent or Dissent to the said Resolutions by placing tick (✓) marks at the appropriate boxes below:

Item No.	Brief Description	Type of Resolution	No. of shares held by me/us	I / We Assent to the resolution (FOR)	I / We Dissent from the resolution (AGAINST)
1	Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary			
2	Re-appointment of Mr. Milind Naik (DIN: 00276884) as a Director of the Company, who retires by rotation	Ordinary			
3	Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants as the Joint Auditors and fixing their remuneration	Ordinary			
4	Appointment of Mrs. Sonali Pawan Choudhary (DIN: 07139326) as a Non-Executive, Non-Independent Director of the Company	Ordinary			
5	Approval for material Related Party Transactions with GTL Limited	Special			
6	Approval for material Related Party Transactions with Chennai Network Infrastructure Limited	Special			

Place: _____

Date: _____

(Signature of Member)

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions under "Voting through electronic means" in the AGM Notice attached hereto.

E-Voting facility particulars (to be retained with the Member)

ELECTRONIC VOTING PARTICULARS

12th AGM

Electronic Voting Sequence Number (EVSN)	User ID & Password
EVSN: 150813035	<ol style="list-style-type: none">If you are registered with CDSL on e-voting system, please use your existing user-ID and password.If you are first time user follow steps given in Note No. 15(viii) to the Notice for AGM dated May 6, 2015If PAN is not registered with Company / Depository, use AVSR No. printed above.

EVSIN: 150813035

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send their assent or dissent by post, for the 12th Annual General Meeting (AGM) being held on September 23, 2015.
2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice dated May 6, 2015 of the 12th AGM.
4. The Scrutinizer will collate the votes cast at the AGM, thereafter unblock votes cast through remote e-voting system and votes received through post, to declare the final result for each of the Resolutions forming part of the Notice for AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Chetan A. Joshi, Practicing Company Secretary, (C.P. No. 7744/ACS No.20829), at the Registered Office of the Company in the enclosed self addressed postage prepaid envelope. Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Ballots, if sent by courier or by registered post at the expense of the registered shareholders will also be accepted.
2. Members are requested not to send any other document along with the Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
3. The self-addressed postage paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participant(s). In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder.
5. In case the shares are held by companies, financial institutions, trusts, societies, etc. or by persons authorised under power of attorney, the Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorised representative or power of attorney holder. If the same is / are already registered with the Company / Depository Participant, please quote the Registration Number beneath the signature. Where the Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Ballot Form.
6. A Member neither needs to use all votes nor needs to cast all the votes in the same way. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent / dissent in the Ballot.
7. The voting rights shall be reckoned on the paid up value of shares registered in the name/s of the shareholders as on the cut-off date i.e. Friday, September 18, 2015.
8. Duly completed Ballot Form should reach the Scrutinizer not later than; Tuesday, September 22, 2015 (5.00 p.m. IST). Ballot Form received after this date will be strictly treated as if the reply from the Members has not been received.
9. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in Serial No. 8 above.
10. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtlinfra.com and on CDSL's website www.evotingindia.com for information of the Members, besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

NOTES

1. The relevant Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013, is appended with the Notice for AGM annexed hereto.
2. The Company has appointed Mr. Chetan A. Joshi, Practicing Company Secretary, as Scrutinizer for conducting the Ballot voting process in a fair and transparent manner.
3. Mr. Chetan A. Joshi will hold the position of Scrutinizer from the date of posting of this notice until submission of his final report to the Chairman / the Whole-time Director.
4. The Scrutinizer will be available at the Registered Office of the Company for the purpose of ascertaining the requisite majority during the voting period. The Postal Ballot and all other documents relating to the said AGM Postal Ballot will be under his safe custody until the Chairman / the Whole-time Director considers, approves and signs the minutes of the proceedings of the meeting at which the resolutions will be deemed to have been passed, subject to receipt of requisite number of votes in favour of the resolutions.