

Ref: GIL/ SE/ REG44/2017-18/99

November 2, 2017

The Secretary,
BSE Limited (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001
Fax No. 2272 2037/2272 3719
Scrip Code : 532775

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
Fax No. : 2659 8237/38
Trading Symbol : GTLINFRA

Dear Sir/ Madam,

Sub: Voting Results and Scrutinizers Report of the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (including Unsecured Foreign Currency Convertible Bondholders) of GTL Infrastructure Limited convened and held on Wednesday, 1st November, 2017 as per the directions of the National Company Law Tribunal, Bench at Mumbai ("Tribunal")

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) and other applicable regulations, if any, of the Listing Regulations, we submit herewith the voting results of the Tribunal convened meeting of Equity Shareholders of GTL Infrastructure Limited.

The mode of voting on the resolution was through:


1. Postal Ballot conducted between Monday, October 2, 2017 and Tuesday, October 31, 2017;
2. Remote e-voting conducted between Monday, October 2, 2017 and Tuesday, October 31, 2017; and
3. Electronic voting (Insta- Poll), conducted at the venue of the Meeting on Wednesday, November 1, 2017.

The resolution approving the Scheme was passed with the requisite majority by Equity Shareholders of GTL Infrastructure Limited (including Public Shareholders) as per the directions of the Tribunal and in terms of the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

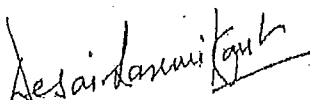
Details of the Voting Result of resolution passed at the Tribunal convened meeting of Equity Shareholders along with the Scrutinizers Reports are attached as **Annexure 'A'**.

Further, the resolution approving the Scheme was also passed with the requisite majority by Secured Creditors and Unsecured Creditors (including Unsecured Foreign Currency Convertible Bondholders) in their respective meetings held on November 1, 2017 as per the directions of the Tribunal. The Scrutinizer's Reports of the meetings of Secured Creditors and Unsecured Creditors are attached as **Annexure 'B'** and **Annexure 'C'** respectively.

Yours faithfully,
For **GTL Infrastructure Limited**



Nitesh A. Mhatre
Company Secretary



Laxmikant Y. Desai
Chief Financial Officer

(Note: This letter is submitted electronically with BSE & NSE through their respective web portals.)

Annexure A

Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

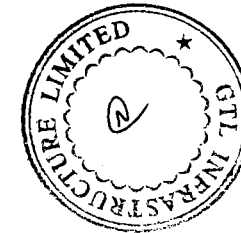
Date of the Tribunal Convened Meeting	:	Wednesday, November 1, 2017
Total number of shareholders on record date (September 22, 2017)	:	1,74,141
No. of shareholders present in the meeting either in person or through proxy:		
Promoters & Promoters Group	:	2
Public	:	82
No. of Shareholders attended the meeting through Video Conferencing:		
Promoters and Promoters Group	:	N/A
Public	:	N/A



Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Resolution 1: Resolution approving Scheme of Arrangement between Chennai Network Infrastructure Limited and GTL Infrastructure Limited and their respective Shareholders and Creditors pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

Resolution required: (Ordinary/ Special):	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	628826075	628826075	100.0000	628826075	-	100.0000	-
	E-Voting (Insta-Poll)		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		628826075	100.0000	628826075	-	100.0000	-
Public- Institutions	Remote E-Voting	2944002017	2834342302	96.2751	2834342302	-	100.0000	-
	E-Voting (Insta-Poll)		56958955	1.9347	56958955	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2891301257	98.2099	2891301257	-	100.0000	-
Public- Non Institutions	Remote E-Voting	634211333	90203185	14.2229	90199040	4145	99.9954	0.0046
	E-Voting (Insta-Poll)		3939757	0.6212	3939692	65	99.9984	0.0016
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		1173368	0.1850	1158216	15152	98.7087	1.2913
	Total		95316310	15.0291	95296948	19362	99.9797	0.0203
Total		4207039425	3615443642	85.9380	3615424280	19362	99.9995	0.0005



Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

[Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017]

Resolution 1: Resolution approving Scheme of Arrangement between Chennai Network Infrastructure Limited and GTL Infrastructure Limited and their respective Shareholders and Creditors pursuant to Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

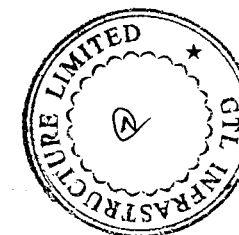
Resolution required: (Ordinary/ Special):

Special

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	628826075	-	-	-	-	-	-
	E-Voting (Insta-Poll)		-	-	-	-	-	
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public- Institutions	Remote E-Voting	2944002017	2834342302	96.2751	2834342302	-	100.0000	-
	E-Voting (Insta-Poll)		56958955	1.9347	56958955	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2891301257	98.2099	2891301257	-	100.0000	-
Public- Non Institutions	Remote E-Voting	634211333	90203185	14.2229	90199040	4145	99.9954	0.0046
	E-Voting (Insta-Poll)		3939757	0.6212	3939692	65	99.9984	0.0016
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		1173368	0.1850	1158216	15152	98.7087	1.2913
	Total		95316310	15.0291	95296948	19362	99.9797	0.0203
Total		4207039425	2986617567	70.9910	2986598205	19362	99.9994	0.0006





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

Report of Scrutinizer- Consolidated

2nd November, 2017

To,

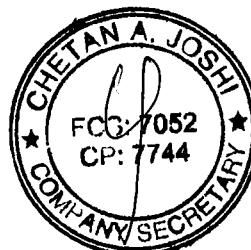
Mr. Vinod B. Agarwala,
The Chairman appointed for Equity Shareholder's meeting
by the National Company Law Tribunal, Bench at Mumbai
GTL Infrastructure Limited
CIN: L74210MH2004PLC144367
3rd Floor, "Global Vision" Electronic Sadan No II,
MIDC, TTC Industrial area, Mahape,
Navi Mumbai- 400 710. Maharashtra.

Dear Sir,

Sub: Consolidated Report of Scrutinizer on the results of voting by way of Postal Ballot, Remote E-voting and Voting by way of electronic means (Insta-Poll) conducted at the venue, in connection with the resolution detailed in the Notice dated 15th September, 2017 convening meeting of Equity shareholders (including Public Shareholders) of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 11.00 a.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703, in pursuance of directions issued by Mumbai bench of Hon'ble National Company Law Tribunal (NCLT) vide Order dated 8th September, 2017 in Company Scheme Application No. 864 of 2017

I, Chetan Anant Joshi (FCS: 7052, COP: 7744), Practising Company Secretary, Thane was appointed as Scrutinizer for the purpose of voting taken on the Resolution mentioned in the Notice dated 15th September, 2017, for the meeting of Equity Shareholders (including public shareholders) of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 11.00 a.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703 in pursuance of directions of Mumbai Bench of Hon'ble National Company Law Tribunal (Tribunal) vide its Order dated 8th day of September 2017 passed in connection with Company Scheme Application No. 864 of 2017 (Tribunal Convened Meeting).

The compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder and Tribunal Order dated 8th September 2017 in relation to voting through Postal ballot, Remote E-voting and Voting by way of electronic means at Tribunal Convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render Scrutinizer's report, based on reports generated from the





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

electronic voting system provided by Central Depository Securities Limited (CDSL) and physical counting of votes by way of Postal Ballot.

In terms of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 & 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and as per directions issued by Hon'ble Tribunal, the Company has provided remote e-voting facility through CDSL and also the facility to vote by way of Postal ballot, before the Tribunal Convened meeting and also, by way of electronic voting at the venue of Tribunal Convened meeting.

Notice were issued to the shareholders whose names were appearing in the Register of Members as at close of the business hours on 22nd September, 2017 and voting rights were reckoned as on close of business hours of 22nd September, 2017 being the cut-off date for the purpose of deciding the entitlements of members to vote.

The Voting period for Remote e-voting and voting by way of Postal ballot, to facilitate voting by the Equity shareholders of the Company as at cut-off date of as on close of business hours on Friday, 22nd day of September, 2017 commenced on Monday, 2nd October, 2017 at 9.00 a.m. and ended on Tuesday, 31st October, 2017 at 5.00 p.m.

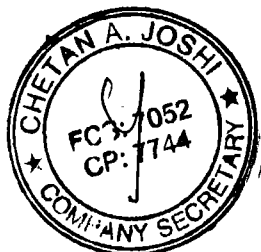
Additionally, the Equity Shareholders of the Company as at the cut-off date of 22nd September, 2017 who had not voted either by way of Remote E-voting or Postal Ballot earlier were allowed to vote by way of electronic voting at the Tribunal Convened Meeting.

Pursuant to the provision of Companies act, 2013, I unblocked the Remote e-voting results on the CDSL E- voting platform in the presence of CS. Abhishek H. Bhate & Mr. Mangesh Gadre, who are not in the employment of the Company and downloaded the remote E-voting results.

Particulars of all Postal ballot forms received from the Shareholders have been entered in the register separately maintained for the purpose.

I have relied on information provided by M/s. GTL Limited, The Registrar & Share Transfer Agents (RTA) of the Company in relation to details regarding number of shares held and signature of Shareholders.

After the announcement was made by the Chairman appointed for the meeting, members and proxies present at the Tribunal Convened Meeting voted on the electronic voting facility provided by the Company.





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

I hereby submit my Consolidated Report as under:

Resolution: Resolution approving Scheme of Amalgamation pursuant to Section 230 to 232 and other applicable provision of the Companies Act, 2013 between Chennai Network Infrastructure Limited ("Transferor Company") and GTL Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

Consolidated Report on result of voting through Postal Ballots, Remote E-voting and Electronic Voting at venue of the Tribunal convened Meeting of Equity Shareholders.

(i) Voted in favour of Resolution

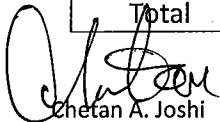
No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	239	E- Voting	3553367417	E- Voting	98.2830
Insta - Poll	34	Insta - Poll	60898647	Insta - Poll	1.6844
Postal Ballot	156	Postal Ballot	1158216	Postal Ballot	0.0320
Total	429	Total	3615424280	Total	99.9995

(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	6	E- Voting	4145	E- Voting	0.0001
Insta - Poll	3	Insta - Poll	65	Insta - Poll	0.0000
Postal Ballot	5	Postal Ballot	15152	Postal Ballot	0.0004
Total	14	Total	19362	Total	0.0005

(iii) Invalid Votes

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	0	E- Voting	0	E- Voting	0.0000
Insta - Poll	0	Insta - Poll	0	Insta - Poll	0.0000
Postal Ballot	15	Postal Ballot	4885	Postal Ballot	0.0000
Total	15	Total	4885	Total	0.0000

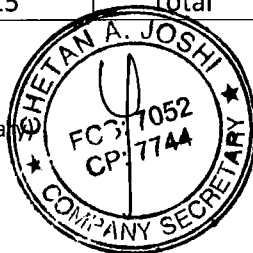

Chetan A. Joshi

(Practising Company Secretary)

(FCS: 7052, COP: 7744)

Place: Thane

Date: 02/11/2017





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

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Report of Scrutinizer

2nd November, 2017

To,

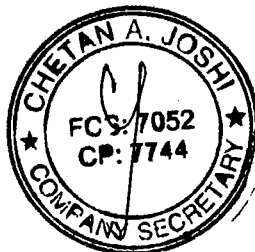
Mr. Vinod B. Agarwala,
The Chairman appointed for Equity Shareholder's meeting
by the National Company Law Tribunal, Bench at Mumbai
GTL Infrastructure Limited
CIN: L74210MH2004PLC144367
3rd Floor, "Global Vision" Electronic Sadan No II,
MIDC, TTC Industrial area, Mahape,
Navi Mumbai- 400 710. Maharashtra.

Dear Sir,

Sub: Report of Scrutinizer on the results of voting by Public Shareholders by way of Postal Ballot, Remote E-voting and Voting by way of electronic means (Insta-Poll) conducted at the venue, in connection with the resolution detailed in the Notice dated 15th September, 2017 in Company Scheme Application No. 864 of 2017

I, Chetan Anant Joshi (FCS: 7052, COP: 7744), Practising Company Secretary, Thane was appointed as Scrutinizer for the purpose of voting taken on the Resolution mentioned in the Notice dated 15th September, 2017, for the meeting of Equity Shareholders (including public shareholders) of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 11.00 a.m. at Vishnudas Bhave Natyagraha, Vashi, Navi Mumbai - 400703 in pursuance of directions of Mumbai Bench of Hon'ble National Company Law Tribunal (Tribunal) vide its Order dated 8th day of September 2017 passed in connection with Company Scheme Application No. 864 of 2017 (Tribunal Convened Meeting).

The compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder and Tribunal Order dated 8th September 2017 in relation to voting through Postal ballot, Remote E-voting and Voting by way of electronic means at Tribunal convened meeting on the proposed resolution is the responsibility of the management. My responsibility as Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render Scrutinizer's report, based on reports generated from the electronic voting system provided by Central Depository Securities Limited (CDSL) and physical counting of votes by way of Postal Ballot.





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

In terms of Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 & 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and as per directions issued by Hon'ble Tribunal, the Company has provided remote e-voting facility through CDSL and also the facility to vote by way of Postal ballot, before the Tribunal Convened meeting and also, by way of electronic voting at the venue of Tribunal Convened meeting.

Notice were issued to the shareholders whose names were appearing in the Register of Members as at close of the business hours on 22nd September, 2017 and voting rights were reckoned as on close of business hours of 22nd September, 2017 being the cut-off date for the purpose of deciding the entitlements of members to vote.

The Voting period for Remote e-voting and voting by way of Postal ballot, to facilitate voting by the Equity shareholders of the Company as at cut-off date of as on close of business hours on Friday, 22nd day of September, 2017 commenced on Monday, 2nd October, 2017 at 9.00 a.m. and ended on Tuesday, 31st October, 2017 at 5.00 p.m.

Additionally, the Equity Shareholders of the Company as at the cut-off date of 22nd September, 2017 who had not voted either by way of Remote E-voting or Postal Ballot earlier were allowed to vote by way of electronic voting at the Tribunal Convened Meeting.

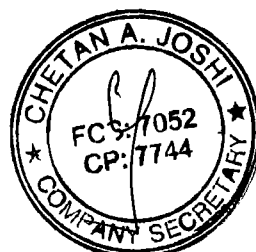
Pursuant to the provision of Companies act, 2013, I unblocked the Remote e-voting results on the CDSL E- voting platform in the presence of CS. Abhishek H. Bhate & Mr. Mangesh Gadre, who are not in the employment of the Company and downloaded the remote E-voting results.

Particulars of all Postal ballot forms received from the Shareholders have been entered in the register separately maintained for the purpose.

I have relied on information provided by M/s. GTL Limited, The Registrar & Share Transfer Agents (RTA) of the Company in relation to details regarding number of shares held and signature of Shareholders.

After the announcement was made by the Chairman appointed for the meeting, members and proxies present at the Tribunal Convened Meeting voted on the electronic voting facility provided by the Company.

I hereby submit my report with regard to the results of the Postal Ballot, Remote E-voting and Electronic Voting in respect of public shareholders as under:





B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

Resolution: Resolution approving Scheme of Amalgamation pursuant to Section 230 to 232 and other applicable provision of the Companies Act, 2013 between Chennai Network Infrastructure Limited ("Transferor Company") and GTL Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").

Report on result of voting by Public Shareholders through Postal Ballots, Remote E-voting and Electronic Voting at venue of the Tribunal convened Meeting of Equity Shareholders.

(i) Voted in favour of Resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	236	E- Voting	2924541342	E- Voting	97.9215
Insta - Poll	34	Insta - Poll	60898647	Insta - Poll	2.0391
Postal Ballot	156	Postal Ballot	1158216	Postal Ballot	0.0388
Total	426	Total	2986598205	Total	99.9994

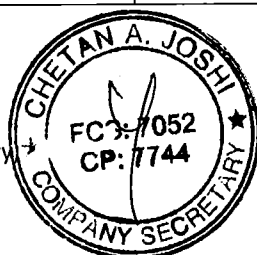
(ii) Votes against the resolution

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	6	E- Voting	4145	E- Voting	0.0001
Insta - Poll	3	Insta - Poll	65	Insta - Poll	0.0000
Postal Ballot	5	Postal Ballot	15152	Postal Ballot	0.0005
Total	14	Total	19362	Total	0.0006

(iii) Invalid Votes

No of members voted		No of votes cast by them		% of total no of valid votes cast	
E- Voting	0	E- Voting	0	E- Voting	0.0000
Insta - Poll	0	Insta - Poll	0	Insta - Poll	0.0000
Postal Ballot	15	Postal Ballot	4885	Postal Ballot	0.0000
Total	15	Total	4885	Total	0.0000

Chetan A. Joshi
(Practising Company Secretary)
(FCS: 7052, COP: 7744)
Place: Thane
Date: 02/11/2017




CHETAN A. JOSHI

 B.Com., L.L.B., FCS
 Company Secretary

 B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
 Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

**SCRUTINIZER REPORT FOR THE TRIBUNAL CONVENED MEETING OF
 SECURED CREDITORS OF GTL INFRASTRUCTURE LIMITED**

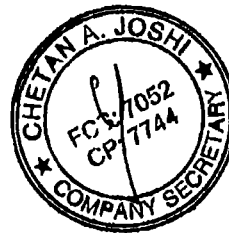
 2nd November 2017

To,
 Mr. Vinod B. Agarwala,
 The Chairman appointed for Secured Creditor's meeting
 by the National Company Law Tribunal, Bench at Mumbai.
 GTL Infrastructure Limited
 CIN: L74210MH2004PLC144367
 3rd Floor, "Global Vision" Electronic Sadan No II,
 MIDC, TTC Industrial area, Mahape,
 Navi Mumbai- 400 710. Maharashtra.

Dear Sir,

Sub: Report of Scrutinizer on the results of voting conducted at the venue, in connection with the resolution detailed in the Notice dated 15th September, 2017 convening meeting of Secured Creditors of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 12.30 p.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703, in pursuance of directions issued by Mumbai bench of Hon'ble National Company Law Tribunal (Tribunal) vide Order dated 8th September, 2017 in Company Scheme Application No. 864 of 2017

I, Chetan Anant Joshi (FCS: 7052, COP: 7744), Practising Company Secretary, Thane was appointed as Scrutinizer for the purpose of voting taken on the Resolution mentioned in the Notice dated 15th September, 2017, for the meeting of Secured Creditors of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 12.30 p.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703 in pursuance of directions of the Tribunal vide its Order dated 8th day of September 2017 passed in connection with Company Scheme Application No. 864 of 2017 (Tribunal Convened Meeting) and ascertaining the requisite majority on voting carried out as per provisions of the Companies Act, 2013 ("the Act").



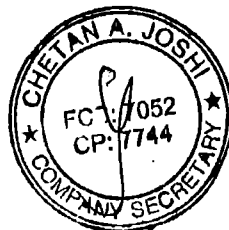
I submit my Report as under:

- 1) The Company sought approval of Secured Creditors to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications or re-enactment thereof, for the time being in force, the Securities and Exchange Board of India circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by each of National Stock Exchange of India Limited and BSE Limited both dated September 1, 2017, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Hon'ble National Company Law Tribunal ("Tribunal"), and subject to such conditions and modifications as may be prescribed or imposed by Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company [hereinafter referred to as "the Board", which term shall be deemed to include committee(s) of the Board, constituted or being constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution], approval of the Secured Creditors be and is hereby accorded to the proposed Scheme of Arrangement between Chennai Network Infrastructure Limited ("Transferor Company"/"CNIL") and GTL Infrastructure Limited ("Transferee Company"/"GTL Infra") and their respective shareholders and creditors ("Scheme"), as attached to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal and/or any other authority(ies) while sanctioning the Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

- 2) After the time fixed for voting by the Chairman, the empty Ballot box was shown to the attendees and the same was locked in my presence.
- 3) The locked ballot box was subsequently opened by me in the presence of two witness namely, CS. Abhishek H. Bhate & Mr. Mangesh Gadre, who are not in the employment of the Company and ballot papers were diligently scrutinized.
- 4) The Ballot Papers were reconciled with the records maintained by the Company and GTL Limited, Registrar and Transfer Agent of GTL Infrastructure Limited and authorizations/proxies lodged with the Company.

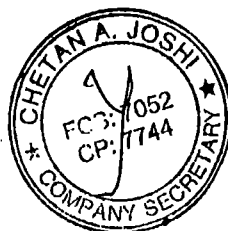


- 5) I found that there were no Ballot Papers, which were unsigned, incomplete and / or otherwise found defective to be treated as invalid.
- 6) Total number of Secured Creditors as on cut-off date were 22 with an secured debt amounting to Rs. 1812,27,59,012/- (One Thousand Eight Hundred and Twelve Crore Twenty Seven Lakh Fifty Nine Thousand Twelve only).
- 7) The result of Voting for Resolution is as under:

i) **Voted in favor of Resolution:**

Number of Secured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
13	1353,70,55,944	100

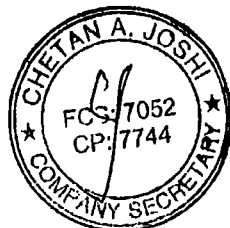
Sr. No.	Name of Secured Creditors	Address	Value of Debt (In Rs.)	Number of votes (In Rs.)
1	Indlan Overseas Bank	Fort Branch, Tamarind House, Tamarind Lane, Fort, Mumbai-400021.	3,11,77,33,201	3,11,77,33,201
2	Punjab National Bank	Large Corporate Branch, Maker Tower 'E', Ground Floor, Cuffe Parade, Mumbai-400005.	78,18,86,676	78,18,86,676
3	Corporation Bank	Corporate Finance Branch, Bharat House, Bombay Samachar Marg, Fort, Mumbai-400023.	38,78,70,500	38,78,70,500
4	Union Bank of India	Industrial Finance Branch, 1st Floor, Union Bank Bhawan, 239 Vidhan Bhawan Marg, Fort, Mumbai-400021.	230,87,34,754	230,87,34,754
5	Bank of Baroda	Nariman Point Branch, Foreshore Building, General Bhonsle Marg, Nariman Point, Mumbai-400021.	171,14,88,953	171,14,88,953



6	Oriental Bank of Commerce	Large Corporate Branch, 14th Floor, Maker Tower, Cuffe Parade, Mumbai-400005.	33,20,54,418	33,20,54,418
7	Bank of India	Mumbai Large Corporate Branch, Oriental Building, Fort, Mumbai-400023.	138,20,07,158	138,20,07,158
8	Central Bank of India	Corporate Finance Branch, Central Bank Bldg., 1st Floor, M G Road, Fort, Mumbai-400023.	117,43,45,606	117,43,45,606
9	Canara Bank	Prime Corporate Branch - BKC A Wing, 1st Floor, C-14, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051.	39,19,68,754	39,19,68,754
10	IDBI Bank	Mafatlal House, 2nd Floor, Nariman Point, Mumbai-400021.	16,53,36,893	16,53,36,893
11	Vijaya Bank	Corporate Banking Branch - I, 2nd Floor, New Excelsior Building, Wallace Street, Mumbai-400001.	16,99,67,577	16,99,67,577
12	Indian Bank	Nariman Point Branch, Mittal Court 'B' Wing, Nariman Point, Mumbai-400021.	56,12,13,674	56,12,13,674
13	Axis Bank	Central Office, Bombay Dyeing Mills Compound, Worli, Mumbai-400025.	105,24,47,780	105,24,47,780

ii) Voted against Resolution:

Number of Secured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
00	00	00



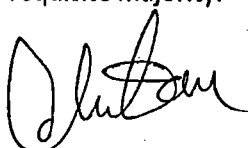
Sr. No.	Name of Secured Creditors	Address	Value of Debt (In Rs.)	Number of votes (In Rs.)
	N.A.	N.A.	N.A.	N.A.

iii) **Invalid Votes:**

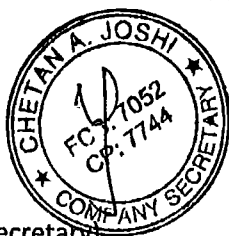
Number of Secured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
N.A.	N.A.	N.A.

8) The Ballot Papers and all other relevant records were sealed and handed over to Company Secretary of the GTL Infrastructure Limited for safe keeping.

I report that based on the above voting pattern the Special Resolution has been passed with requisite majority.



Chetan A. Joshi
 (Practising Company Secretary)
 (FCS: 7052, COP: 7744)
 Place: Thane
 Date: 02/11/2017



**CHETAN A. JOSHI**B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
Mobile : 9833758280 E-mail : info@cjassociates.in Website : www.cjassociates.in

**SCRUTINIZER REPORT FOR THE TRIBUNAL CONVENED MEETING OF
UNSECURED CREDITORS (INCLUDING UNSECURED FOREIGN CURRENCY CONVERTIBLE BONDHOLDERS)
OF GTL INFRASTRUCTURE LIMITED**

2nd November 2017

To,
Mr. Vinod B. Agarwala,
The Chairman appointed for Unsecured Creditor's meeting
by the National Company Law Tribunal, Bench at Mumbai
GTL Infrastructure Limited
CIN: L74210MH2004PLC144367
3rd Floor, "Global Vision" Electronic Sadan No II,
MIDC, TTC Industrial area, Mahape,
Navi Mumbai- 400 710, Maharashtra.

Dear Sir,

Sub: Report of Scrutinizer on the results of voting conducted at the venue, in connection with the resolution detailed in the Notice dated 15th September, 2017 convening meeting of Unsecured Creditors (Including Unsecured Foreign Currency Convertible Bondholders) of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 2.00 p.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703, in pursuance of directions issued by Mumbai bench of Hon'ble National Company Law Tribunal (Tribunal) vide Order dated 8th September, 2017 in Company Scheme Application No. 864 of 2017

I, Chetan Anant Joshi (FCS: 7052, COP: 7744), Practising Company Secretary, Thane was appointed as Scrutinizer for the purpose of voting taken on the Resolution mentioned in the Notice dated 15th September, 2017, for the meeting of Unsecured Creditors (Including Unsecured Foreign Currency Convertible Bondholders) of GTL Infrastructure Limited held on Wednesday, 1st November, 2017 at 2.00 p.m. at Vishnudas Bhave Natyagruha, Sector 16-A, Vashi, Navi Mumbai - 400703 in pursuance of directions of the Tribunal vide its Order dated 8th day of September 2017 passed in connection with Company Scheme Application No. 864 of 2017 (Tribunal Convened Meeting) and ascertaining the requisite majority on voting carried out as per provisions of the Companies Act, 2013 ("the Act").





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

B/15, Anand Bhavan CHS, Near Bhakti Mandir, Express Highway, Naupada, Thane (West) 400 602.
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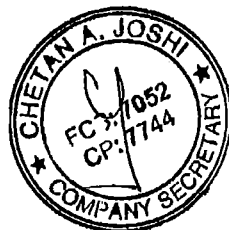
I submit my Report as under:

- 1) The Company sought approval of Unsecured Creditors (Including Unsecured Foreign Currency Convertible Bondholders) to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications or re-enactment thereof, for the time being in force, the Securities and Exchange Board of India circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letters issued by each of National Stock Exchange of India Limited and BSE Limited both dated September 1, 2017, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Hon'ble National Company Law Tribunal ("Tribunal"), and subject to such conditions and modifications as may be prescribed or imposed by Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company [hereinafter referred to as "the Board", which term shall be deemed to include committee(s) of the Board, constituted or being constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution], approval of the Unsecured Creditors (Including Unsecured Foreign Currency Convertible Bondholders) be and is hereby accorded to the proposed Scheme of Arrangement between Chennai Network Infrastructure Limited ("Transferor Company"/"CNIL") and GTL Infrastructure Limited ("Transferee Company"/ "GTL Infra") and their respective shareholders and creditors ("Scheme"), as attached to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal and/or any other authority(ies) while sanctioning the Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

- 2) After the time fixed for voting by the Chairman, the empty Ballot box was shown to the attendees and the same was locked in my presence.





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

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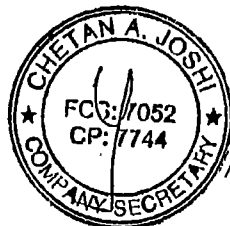
- 3) The locked ballot box was subsequently opened by me in the presence of two witness namely CS. Abhishek H. Bhate & Mr. Mangesh Gadre, who are not in the employment of the Company and ballot papers were diligently scrutinized.
- 4) The Ballot Papers were reconciled with the records maintained by the Company and GTL Limited, Registrar and Transfer Agent of GTL Infrastructure Limited and authorizations/proxies lodged with the Company.
- 5) I found that there were no Ballot Papers, which were unsigned, incomplete and / or otherwise found defective to be treated as invalid.
- 6) Total number of Unsecured Creditors as on cut-off date were 1358 with an unsecured debt amounting to Rs. 1660,16,33,739/- (One Thousand Six Hundred and Sixty Crore Sixteen Lakh Thirty Three Thousand Seven Hundred Thirty Nine only).
- 7) The result of Voting for Resolution is as under:

i) Voted in favor of Resolution:

Number of Unsecured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
22	50,44,22,102.10	100

ii) Voted against Resolution:

Number of Unsecured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
00	00	00





CHETAN A. JOSHI

B.Com., L.L.B., FCS
Company Secretary

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iii) **Invalid Votes:**

Number of Unsecured Creditors voted	Value of Debt (In Rs.)	% of Total Number of valid votes cast
N.A.	N.A.	N.A.

8) The Ballot Papers and all other relevant records were sealed and handed over to Company Secretary of the GTL Infrastructure Limited for safe keeping.

I report that based on the above voting pattern the Special Resolution has been passed with requisite majority.

Chetan A. Joshi

(Practising Company Secretary)

(FCS: 7052, COP: 7744)

Place: Thane

Date: 02/11/2017

