

GTL INFRASTRUCTURE LIMITED



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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.