

GTL Infrastructure Limited

CIN: L74210MH2004PLC144367

Registered Office:- 3rd Floor, "Global Vision" Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai - 400 710, Maharashtra, India.

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EVSN: 170918014

POSTAL BALLOT FORM

Serial No. _____

Name and Registered address of the sole / first named Member

Name(s) of Joint Member

If any _____

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 Resolution as detailed in the Notice dated 15th day of September, 2017 convening Meeting of Equity Shareholders of GTL Infrastructure Limited, as directed by the Hon'ble National Company Law Tribunal, Bench at Mumbai on **Wednesday, 1st day of November 2017 at 11.00 a.m. at Vishnudas Bhave Natyagrahu, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra, India**, by sending my / our Assent or Dissent to the said Resolution by placing tick mark (✓) at the appropriate box below:

Brief Description	No. of shares held	I / We Assent to the resolution (FOR)	I / We Dissent from the resolution (AGAINST)
Resolution approving Scheme of Arrangement between Chennai Network Infrastructure Limited and GTL Infrastructure Limited and their respective Shareholders and Creditors pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013			

Place: _____

Date: _____

(Signature of Member /Power of Attorney / Authorized Representative)

Note: Please read the instructions printed overleaf carefully before exercising the vote.

Instructions

EVSIN: 170918014

1. Pursuant to sections 230 to 232 read with sections 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, assent or dissent of the members in respect of the resolution detailed in the Notice dated 15th day of September, 2017 convening Meeting of Equity Shareholders of GTL Infrastructure Limited, as per directions of the Hon'ble National Company Law Tribunal, Bench at Mumbai ("Tribunal") on Wednesday, the 1st day of November 2017 at 11:00 a.m. (1100 hours IST) at Vishnudas Bhawe Natyagraha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra, India is being additionally sought through Postal Ballot process/Remote E-voting.
2. Members who have received the postal ballot form by e-mail and who wish to vote through Postal Ballot Form, can download the Postal Ballot Form from the Applicant Company's website www.gtlinfra.com or seek duplicate Postal Ballot Form from the Applicant Company. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 3 below.
3. A member desiring to exercise vote by postal ballot, may send duly completed form in the enclosed business reply envelope. The Voting period will commence on and from Monday, the 2nd day of October, 2017 at 9.00 a.m. (0900 hours IST) and end on Tuesday, 31st day of October, 2017 at 5:00 p.m. (1700 hours IST). The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m (1700 hours IST) on Tuesday, the 31st day of October, 2017 failing which, it will be strictly considered that no reply has been received from the member. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
4. Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (✓) in the appropriate columns. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
5. This form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participant). In case of joint holding this form should be completed and signed by the first named member and in absence of such member, by the next named joint-holder.
6. In case the shares are held by bodies corporate or by persons authorised under power of attorney, the Postal 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 Postal 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 Postal Ballot Form.
7. A Member neither needs to use all votes nor needs to cast all the votes in the same way.
8. Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name/s of the shareholders on Friday, the 22nd day of September, 2017.
10. Members are requested not to send any other document along with the Postal 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.
11. The Scrutinizer's decision on the validity of Postal Ballot will be final.
12. **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of Central Depository Services (India) Limited - <https://www.evotingindia.com>), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that Remote E-Voting is optional. In case a Member has voted through Remote E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to Remote E-voting.**

NOTES

1. The relevant Explanatory Statement under Sections 230 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016, is annexed to the Notice of the Meeting.
2. The Tribunal has appointed Mr. Chetan A. Joshi, Practicing Company Secretary, (FCS: 7052, CP No. 7744) as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.