

REF: GIL/TCM/SE/2017-18/97

November 2, 2017

The Secretary
BSE Limited
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

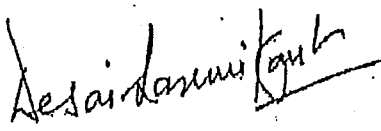
Dear Sir/ Madam,

Re: Summary of proceedings of meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors (including Unsecured Foreign Currency Convertible Bondholders) of GTL Infrastructure Limited convened and held on Wednesday, November 1, 2017 as per the directions of the Hon'ble National Company Law Tribunal, Bench at Mumbai ("Tribunal") for approving the Scheme of Arrangement between Chennai Network Infrastructure Limited ("Transferor Company") and GTL Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme")

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Part A of Schedule III and other applicable Regulations, if any, of the Listing Regulations we enclose the summary of proceedings 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, November 1, 2017 at 11.00 a.m., 12.30 p.m., and 2.00 p.m. respectively at Vishnudas Bhawe Natyagruha, Sector 16-A, Vashi, Navi Mumbai 400703, Maharashtra, India as per the directions of the Tribunal pursuant to order dated September 8, 2017 in Company Scheme Application No. 864 of 2017.

Please acknowledge receipt.
Thanking you,
Yours truly,
For **GTL Infrastructure Limited**


Nitesh A. Mhatre
Company Secretary


Laxmikant Y. Desai
Chief Financial Officer

Encl. as above.

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



GTL INFRASTRUCTURE LIMITED


Summary of proceedings of the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors (including Unsecured Foreign Currency Convertible Bondholders) of GTL Infrastructure Limited convened and held on Wednesday, November 1, 2017 at 11.00 a.m., 12.30 p.m. and 2.00 p.m. respectively as per the directions of the Hon'ble National Company Law Tribunal, Bench at Mumbai ("Tribunal")

1. Mr. Vinod B. Agarwala, who was appointed as the Chairman for the aforementioned meetings by the Tribunal vide its order dated September 8, 2017, presided over the respective meetings.
2. Since the requisite quorum being present, the Chairman called each meeting to order.
3. The Chairman welcomed the Equity Shareholders, Secured Creditors and Unsecured Creditors in their respective meetings and informed them that the meetings have been convened pursuant to the order dated September 8, 2017 passed by the Tribunal to approve the Scheme of Arrangement between Chennai Network Infrastructure Limited ("Transferor Company") and GTL Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").
4. The respective notice of each meeting dated September 15, 2017, Explanatory Statement under Sections 230 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme of Arrangement, Valuation Report, Fairness Opinion, Observation Letters of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), Complaints Report submitted by the Company to NSE & BSE, Reports adopted by Board of Directors of both the transferor and transferee Companies explaining the impact of the Scheme on each of Shareholders, key managerial personnel, promoters and non promoter shareholders pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, Supplementary Accounting Statements of both the transferor and transferee Companies and Information pertaining to Chennai Network Infrastructure Limited as per format specified for Abridge Prospectus as provided in Part D of Schedule VII of ICDR Regulations were dispatched to all the Equity Shareholders / Secured Creditors / Unsecured Creditors, as the case may be, as per the directions of the Tribunal contained in the Order. With the permission of the Equity Shareholders / Secured Creditors / Unsecured Creditors the respective notice convening the meetings including proposed resolutions were taken as read.
5. The Chairman also announced that copy of various documents, as listed in the Explanatory Statement annexed to the respective notices of the meeting were produced at the meeting and the same shall remain open and accessible during the continuance of the meeting for any person having the right to inspect the same.
6. The Chairman thereafter, read the salient features of the Scheme.
7. The Chairman further informed the Equity Shareholders in their meeting that in terms of applicable provisions of the Companies Act, 2013 read with the relevant rules made

thereunder and the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the facility to the Equity Shareholders to cast their votes either by way of Postal Ballot or through remote e-voting facility arranged through Central Depository Services Limited ("CDSL"). He further mentioned that the Company has provided the facility of e-voting through CDSL at the meeting venue to those Equity Shareholders who did not exercise their vote through postal ballot or remote e-voting system.

8. The Chairman informed the Secured Creditors and Unsecured Creditors in their respective meetings that the voting will take place through ballot only.
9. The Chairman also informed that Mr. Chetan Joshi, Practicing Company Secretary (Membership No. FCS 7052, CP: 7744) was appointed as the Scrutinizer by the Tribunal for scrutinizing, the Postal Ballot and e-voting process in respect of Equity Shareholders meeting and ballot process in respect of Secured and Unsecured Creditors meetings in a fair and transparent manner.
10. The Chairman, thereafter, took up the resolution as detailed in the Notice convening Tribunal Convened Meeting *inter-alia* approval of Scheme of Arrangement between Chennai Network Infrastructure Limited and GTL Infrastructure Limited and their respective shareholders and creditors and invited queries, if any, from Equity Shareholders / Secured Creditors / Unsecured Creditors on the proposed resolution in their respective meetings. Accordingly, few Equity Shareholders raised some queries, which were suitably replied/ clarified to their satisfaction. However, no queries were raised in the respective meetings of Secured Creditors and Unsecured Creditors.
11. The Chairman then ordered poll to be taken and requested Equity Shareholders, Secured Creditors and Unsecured Creditors to cast their vote on the proposed resolution(s).
12. After completion of voting at the respective meetings, the Chairman informed the Equity Shareholders, Secured Creditors and Unsecured Creditors that the results of the voting will be subsequently disseminated within the stipulated time.
13. The Chairman thanked Equity Shareholders, Secured Creditors and Unsecured Creditors present and with a vote of thanks to the chair, the Chairman concluded the respective meetings.

For GTL Infrastructure Limited


Nitesh A. Mhatre
Company Secretary