GTL INFRASTRUCTURE LIMITED

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POSTAL BALLOT FORM

Sequence 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 to be passed through postal ballot for the businesses stated in the Notice dated May 21, 2014 of the Company, by sending my / our Assent or Dissent to the said Resolutions by placing tick (✓) marks at the appropriate boxes below:

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. Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, empowering the Company for creation of charges / mortgage.	**Special**			
2. Resolution under Section 186(3) of the Companies Act, 2013, read with Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, thereby empowering the Company for giving loans, guarantee or providing security in connection with loan to any other body corporate or a person and acquiring securities of any other body corporate, whether existing or new.	**Special**			

Place:

Date:

_____
(Signature of the 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 Postal Ballot Notice attached hereto.

GL BAL Group Enterprise

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot has to complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, sent by courier or by registered post at the expense of the registered shareholders will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. 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 his absence, by the next named shareholder.

4. Incomplete or unsigned Postal Ballot Form will be rejected.

5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, September 22, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

6. 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 column.

7. Voting rights shall be reckoned on the paid up value of shares registered in the name/s of the shareholders on Friday, August 8, 2014.

8. 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.

9. 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.

10. A Member neither needs to use all votes nor needs to cast all the votes in the same way.

11. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 5 above.

12. The Scrutinizer's decision on the validity of Postal Ballot will be final.

NOTES

1. The relevant Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013, is annexed hereto.

2. The Company has appointed Mr. Chetan A. Joshi, Practicing Company Secretary, as Scrutinizer for conducting the Postal 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 on Wednesday, September 24, 2014.

4. The Scrutinizer will be available at the Registered Office of the Company for the purpose of ascertaining the requisite majority. The Postal Ballot and all other documents relating to 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.

5. The results of the Postal Ballot will be declared by the Chairman / the Whole-time Director on Thursday, September 25, 2014 and the date for passing of the resolutions will be the said date.