

Ref. GIL/SE/31/09-10/01

August 26, 2010

The Secretary,
Bombay Stock Exchange Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 023

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code : 532775

Trading Symbol : GTLINFRA

Dear Sirs,

Sub: Submission of AGM Proceedings.

As required under clause 31 of the Listing Agreement, we are enclosing herewith copy of the Proceedings of Annual General Meeting of the Members of the Company held on August 25, 2010 for your reference and record.

Kindly acknowledge receipt.

Thanking you,

Yours truly,
For **GTL Infrastructure Limited**



V. Ravikumar
Company Secretary

Encl: as above

GTL INFRASTRUCTURE LIMITED

PROCEEDINGS AT THE ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, AUGUST 25, 2010, AT VISHNUDAS BHAVE NATYAGRIHA, VASHI, NAVI MUMBAI - 400 703 AT 11.00 A.M.

1. Mr. Manoj G. Tirodkar, Chairman occupied the Chair.
2. The Chairman announced that 113 members in person and 52 persons through proxies were present and called the meeting to order.
3. With the permission of the members present, the Notice of the Meeting was taken as read. The Chairman also informed the meeting that Register of Directors Shareholding and other statutory registers / records as required under the Companies Act, 1956 were kept open for inspection. The Chairman tabled at the Meeting the Certificate dated 19th August, 2010 received from M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants, the Joint Auditors of the Company, certifying that all the ESOP Schemes of the Company were implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time and the resolutions passed by the shareholders in this behalf.
4. At the request of the Chairman, Mr. V. Ravikumar, Company Secretary, to read the Auditor's Report.
5. The Chairman then requested the members present to raise queries on Audited Accounts and other related matters. Accordingly, 15 Shareholders raised various queries and the Chairman suitably replied the same.
6. The Chairman, thereafter, took up items listed in the Notice one by one for transaction as under:
 - i **Adoption of Audited Balance Sheet as at March 31, 2010, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon**

Proposed by : Mr. H. V. Sanghavi

Seconded by : Mr. Kishanlal V. Mahajan

89

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

ii Appointment of Mr. Balasubramanian N as Director of the Company:

Proposed by : Mr. Jitendra Maheshwari

Seconded by : Mrs. Shakuntala K. Mahajan

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

iii Appointment of Dr. Anand Patkar as Director of the Company:

Proposed by : Mrs. Homa Pouredahi

Seconded by : Mr. Ravindra Patange

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

iv Appointment of Mr. Vivek Kulkarni as Director of the Company:

Proposed by : Mr. Beruz Pouredahi

Seconded by : Mr. Prasad Manjrekar

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

v Appointment of M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Yeolekar & Associates, Chartered Accountants, as Joint Auditors of the Company.

Proposed by : Mrs. Shobhana Mehta

Seconded by : Mr. Ronald Fernandes

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

vi Appointment of Mr. Vijay M. Vij as Director of the Company:

Proposed by : Mr. Beruz Pouredahi

Seconded by : Mr. Aspi Bhesania

02

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

vii Appointment of Mr. Vinod Agarwala as Director of the Company:

Proposed by : Mrs. Ashalata Maheshwari

Seconded by : Mr. Jiten Parikh

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

viii Appointment of Mr. Satya Pal Talwar as Director of the Company:

Proposed by : Mr. Shailesh Mahadevia

Seconded by : Mr. Bharat Shah

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

ix Re-appointment of Mr. Prakash Ranjalkar as Whole-time Director of the Company for a period of 3 years w.e.f. 1.4.2010 as a Special Resolution:

Proposed by : Mr. Anil Parekh

Seconded by : Mr. Bhadresh G. Parekh

Resolution was carried unanimously on show of hands as a Special Resolution.

x Increase in borrowing powers of the Company under Section 293 (1) (d) of the Companies Act, 1956 as an Ordinary Resolution.

Proposed by : Mr. Jahangir Batiwala

Seconded by : Mr. P. K. Agnihotri

Resolution was carried unanimously on show of hands as an Ordinary Resolution.

83

- xi Substitution of existing Article 156 of the Articles of Association with new Article 156 as a Special Resolution.

Proposed by : Mrs. Shobhana Mehta

Seconded by : Mrs. Homa Pouredahi

Resolution was carried unanimously on show of hands as a Special Resolution.

7. The Chairman thereafter announced conclusion of the meeting.
8. Mrs. Ashalata Maheshwari proposed a Vote of Thanks to the chair.

S. V. Lakshmi