

**PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON TUESDAY, THE 30TH, DAY OF AUGUST
2011 AT 3.30 P.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE,
LODHI ROAD, INSTITUTIONAL AREA, PRAGATI VIHAR, NEW DELHI -
110 003.**

Present:

- | | | | |
|------|--------------------------|---|------------------------------|
| i) | Lt. Col. H. S. Bedi, VSM | - | Chairman & Managing Director |
| ii) | Mr. Deepinder Singh Bedi | - | Executive Director |
| iii) | Mr. Chandrahas Kutty | - | Director |
| iv) | Mr. Rajesh Gulshan | - | Director |

In attendance:

- | | | | |
|------|-------------------|---|---------------------------------|
| i) | Mr. Sanjay Jain | - | Chief Executive Officer |
| ii) | Mr. Rahul Ahuja | - | Chief Financial Officer |
| iii) | Mr. Jagdish Patra | - | Company Secretary & Head -Legal |

By Invitation

- | | | |
|-------------------|---|--|
| Mr. Rakesh Chadha | - | Representative of M/s R Chadha &
Associates, Statutory Auditors |
|-------------------|---|--|

Number of members present in person - 558

Number of members present in proxy - 30

In terms of Article of the Articles of Association of the Company Lt. Col. H.S. Bedi, Chairman of the Board of Directors of the Company, presided over the meeting as the Chairman of the Annual General Meeting of the Company.

With the due permission of the Chairman, Mr. Jagdish Patra Company Secretary & Head - Legal welcomed the members to the 19th Annual General Meeting of the Company and introduced the Directors who were on the dais.

After ascertaining the requisite quorum being present, the Chairman declared the meeting to be duly constituted and commenced the proceedings of 19th Annual General Meeting.

Mr. Jagdish Patra also informed to the members that Register of Director's Shareholding, Auditors Certificate determining the Floor Price and the relevant date as per Chapter VIII of the SEBI (ICDR) Regulations, 2009, for the purposes



of the issuance of Warrants convertible into equity to the Promoters/Promoter group, Certificate determining the exercise price determined as per the SEBI Guidelines for granting Stock Options convertible into equity to the eligible employees are open for inspection for the members during the time of the meeting.

The Chairman Speech was read by the Chairman.

Thereafter, the Company Secretary read the Auditors' Report for the Financial Year ended 31st March 2011.

The Chairman then advised the Company Secretary to read out the Agenda items for the approval of the members.

ORDINARY BUSINESS:

Item No. 1: Adoption of Accounts, Directors' Report and Auditors' Report for the year ended March 31, 2011.

Proposed by: Mr. Gagan Kumar

Seconded by: Mrs. Savita Rani

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended on that date, together with the Directors' Report and Auditors' Report thereon, as placed before the meeting, be and is hereby considered, approved and adopted."

On being put to vote by show of hands, the resolution was carried with requisite majority.

Item No. 2: Declaration of Final Dividend For the Financial Year 2010-2011.

Proposed by: Mr. S. K. Agarwal

Seconded by: Mrs. Sushma Agarwal

"RESOLVED THAT the final dividend of 80% i.e. Rs. 1.60/- per Equity Share, on the Paid-up Equity Share Capital of the Company as recommended by the Board of Directors be and is hereby approved for the financial year 2010-11.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be required to give effect to the above resolution."

On being put to vote, by show of hands, the above resolution was passed with requisite majority.



Item No. 3 : Reappointment of retiring Director

Proposed by: Mr Ankit Agarwal
Seconded by: Mrs. Akanksha Agarwal

"RESOLVED THAT Mr. Chandrahas Kutty who retires by rotation at the ensuing Annual General meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, whose office shall be liable to retire by rotation."

On being put to vote by show of hands, the above resolution was passed with requisite majority.

Item No. 4: Reappointment of retiring director

Proposed by: Mr Vikas Jain
Seconded by: Mrs. Sweety Jain

"RESOLVED THAT Mr. Rajesh Gulshan, who retires by rotation at the ensuing Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation."

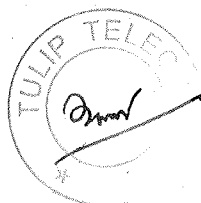
On being put to vote by show of hands, the above resolution was passed with requisite majority.

Item No. 5: Appointment of Statutory Auditors of the Company for the Financial Year 2011-2012

Proposed by: Mrs. Manju Bhargava
Seconded by: Mr. Sanjay Saluja

"RESOLVED THAT pursuant to the provisions of Section 224(1) of the Companies Act, 1956, M/s R. Chadha & Associates, Chartered Accountants, New Delhi, retiring at the conclusion of this Annual General Meeting, and being eligible offering themselves for re-appointment be and is hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2011-12, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and Board of Directors of the Company be and are hereby authorized to fix their remuneration including out of pocket expenditure to be incurred by them for the purpose of audit for the said period."

On being put to vote, by show of hands, the above resolution was passed with requisite majority.



SPECIAL BUSINESS:

Item No. 6: To pay remuneration to the Non Executive and Independent Directors (NEIDs) of the Company

Proposed by: Mr. Sanjay Saluja
Seconded by: Mrs. Manju Bhargava

“RESOLVED THAT Pursuant to the provisions of Section 309(4)(a), 198 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) (including any statutory modification(s), of any re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government, the consent of the Members be and is hereby accorded for the payment of remuneration not exceeding Rs. 1,50,000/- per month, for a period of 3 years w.e.f. 1st September, 2011, to the following non executive and independent directors:-

1. Mr. Chandrahas Kutty
2. Lt. Gen (Retd.) Amar Nath Sinha, PVSM, AVSM
3. Mr. Vinod Chander Sinha
4. Mr. Rajesh Gulshan

RESOVLED FURTHER THAT the aforesaid remuneration to be paid to the Non-Executive and Independent Directors shall be in addition to the sitting fees payable to them for attending the meeting of Board or a Committee thereof or any other Committees constituted by the Company and shall not exceed the maximum statutory limits provided under the Act.

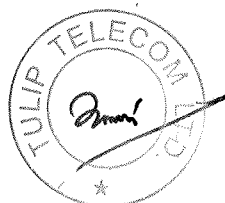
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, things, deeds, as may be required from time to time to give effect to the aforesaid resolution.”

On being put to vote, by show of hands, the above resolution was passed with requisite majority.

Item No.7: To re-appoint Lt. Col. H S Bedi, VSM as the Chairman & Managing Director and remuneration payable to him

Proposed by: Mr. Pradeep Sood
Seconded by: Mr. Gagan Kumar

“RESOLVED THAT in supersession to the earlier resolution passed in this respect and pursuant to the provisions of Section 198, 269, 309, 310, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time and on the basis of recommendations of the remuneration Committee and the Board of Directors, the consent of the



members be and is hereby accorded to re-appoint Lt. Col. H S Bedi, VSM as the Chairman & Managing Director of the Company for a period of three (3) years w.e.f April 1, 2011 on non rotational basis, subject to the following terms and conditions :-

Tenure	3 years (Effective from April 1, 2011)
Remuneration	
Basic Salary	Rs. 30,00,000/- per month
Perquisites	
Leave Travel	For Self and family once a year incurred in accordance with the rules of the Company, subject to a maximum of Rs. 1,00,000/- per month
Medical	Rs. 1250 per month
Conveyance	Company maintained car with chauffeur for personal & official purpose, subject to maximum of Rs. 30,000/- per month
Special Allowance	Rs. 2, 68,750/- per month
House Rent Allowance	Rs. 16,00,000/- per month

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify the above components from time to time provided that the overall remuneration shall not, at any point of time exceed Rs.6.00 Crore per annum.

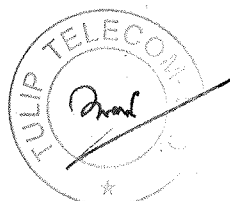
RESOLVED FURTHER THAT in case of inadequacy or absence of profits in any financial year during the tenure of Lt. Col. H S Bedi, VSM as the Chairman & Managing Director of the Company, the Company may pay the above remuneration as the minimum remuneration subject to the compliance with various provisions and schedules of the Companies Act, 1956 and other applicable rules thereto.

RESOLVED FURTHER THAT the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things which may be usual, expedient and proper to give effect to the above resolution"

On being put to vote, by show of hands, the above resolution was passed with requisite majority.

Item No.8: To revise the remuneration payable to the Executive Director

Proposed by: Mr. D.D. Sardana
Seconded by: Mr. Rakesh Kumar



"RESOLVED THAT in supersession to the earlier resolution passed in this respect and pursuant to the provisions of Section 198, 269, 309, 310, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, the consent of the members be and is hereby accorded to revise the remuneration of Mr. Deepinder Singh Bedi w.e.f. April 1, 2011 for the remaining period of his tenure as Executive Director of the Company subject to the following terms and conditions :-

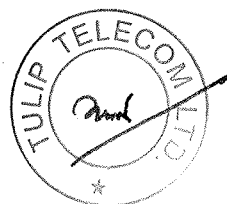
Remuneration	
Basic Salary	Rs. 12,50,000/- per month
Perquisites	
Leave Travel	For Self and family once a year incurred in accordance with the rules of the Company, subject to a maximum of Rs. 75,000/- per month
Medical	Rs. 1250/- per month
Conveyance	Company maintained car with chauffer for personal & official purpose, subject to maximum of Rs. 20,000/- per month
Special Allowance	Rs, 4,53,750/- per month
House Rent Allowance	Rs. 7,00,000/- per month.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify the above components from time to time provided that the overall remuneration shall not, at any point of time exceed Rs.3.00 Crore per annum.

RESOLVED FURTHER THAT in case of inadequacy or absence of profits in any financial year during the tenure of Mr. Deepinder Singh Bedi, as the Executive Director of the Company, the Company may pay the above remuneration as the minimum remuneration subject to the compliance with various provisions and schedules of the Companies Act, 1956 and other applicable rules thereto.

RESOLVED FURTHER THAT the Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things which may be usual, expedient and proper to give effect to the above resolution"

On being put to vote, by show of hands, the above resolution was passed with requisite majority.



Item No.9: Raising of funds by issuance of long term securities

The Company Secretary informed the members that,

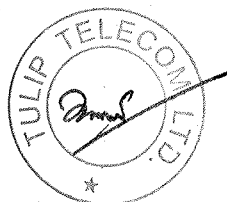
It is proposed to issue and allot upto 2,18,76,120 no. of convertible warrants to Lt. Col. H S Bedi (upto 1,06,72,662) and M/s Cedar Infonet Private Limited (upto 1,12,03,458) entitling the warrant holders to seek, apply for and convert the warrants in to an equal number of fully paid equity shares of Rs.2/- each of the Company, for cash at a price of Rs 156/- per equity share aggregating Rs 341.27 Crores which in the aggregate (i.e. post issue and allotment of shares and upon exercise of the conversion option on warrants) would constitute the promoters to hold 73.487% of the expanded capital of the Company.

The shareholding pattern and identity of the proposed allottees, before and after the preferential issue as on 22nd July 2011 :

Category of Shareholder	Pre-Allotment of instruments on Preferential basis		Proposed Issuance of Warrants (upto)		Post Conversion of Warrants allotted on Preferential basis	
	No. of Shares	% of Holding	No. of convertible warrants	% of Holding	No. of Shares	% of Holding
Promoter Shareholding excluding Lt. Col. H S Bedi and M/s Cedar Infonet Pvt. Ltd	57,28,500	3.95%	0	0	57,28,500	3.95%
Lt. Col. H S Bedi M/s Cedar Infonet Pvt. Ltd	463,61,250	31.97	106,72,662	2.21	570,33,912	34.18
	486,66,503	33.56	112,03,458	2.23	598,69,961	35.88
Others (Public Shareholding including FII, NRI etc.	442,43,747	30.52	0	0	442,43,747	26.51
Total	1450,00,000	100	218,76,120	4.44	166,876,120	100

As per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 for preferential issues, an issue of shares / convertible warrants on a preferential basis can be made only at a price, which is not less than the higher of the following:

The average of the weekly high and low of the closing prices of the shares quoted on the stock exchange during the six months preceding the "relevant date"; or



(ii) The average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "relevant date".

The "relevant date" for the above purpose means the date thirty days prior to the date on which the General Meeting is held to consider the proposed issue under Section 81(1A) of the Act. As the scheduled date of the Annual General Meeting (AGM) of shareholders is August 30, 2011, the "relevant date" would be July 30, 2011.

The pricing of the convertible warrants to be issued and allotted to the above promoters under the preferential allotment in terms of the SEBI (ICDR) Guidelines is higher than the average of the weekly high and low of the closing prices of the Company during the six months preceding the relevant date and average of the weekly high and low of the closing prices of the Company's equity shares during the two weeks preceding the relevant date.

The shares upon conversion of the warrants, shall be subject to the Memorandum and Articles of Association of the Company and the terms of the issue. Such equity shares shall rank pari-passu in all respects with, and carry the same rights including dividend as, the existing equity shares. The equity shares to be issued upon conversion of warrants shall be subject to lock-in for a period of one year from the date of allotment of respective securities.

The proposed allotment on preferential basis, if made, will not result in change in management or control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereof.

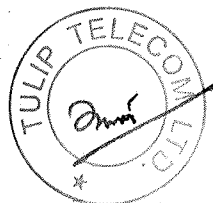
The Company shall re-compute the price of the convertible warrants in terms of the provisions of these regulation whenever it is required to do so and if the amount payable on account of the re-computation of the price is not paid within the specified time the convertible warrants shall continue to be locked in till time such amount is paid by the allottees.

The issue and allotment shall be completed within a period of 15 days from the date of the approval of the shareholders or 15 days from the date of the approval of the statutory or regulatory authorities or the Central Government, if any.

It was then,

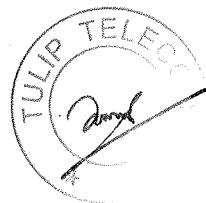
Proposed by: Mr. Ajay Khurana

Seconded by: Ms. Sheetal Khurana



Following resolution was passed as Special Resolution;

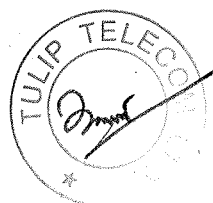
"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the provision of the Licensing Agreement with Department of Telecommunication, Government of India (DOT), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made hereunder, including the Foreign Exchange Management (Transfer and Issue of Securities by a person Resident outside India) Regulation, 2000, if applicable, the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and subject to any other applicable law or laws, rules and regulations (including any amendment or re-enactment thereto from time to time) and subject to the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of Government of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Securities and Exchange Board of India and /or any other competent authorities, institutions or bodies, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors (hereinafter referred to as "Board" which term shall include any committee thereof, whether constituted or to be constituted), the consent of the members is hereby accorded to create, offer, issue and allot in one or more tranche (s), with or without green shoe option, either in India or abroad or in the course of domestic and / or international offerings and / or Qualified Institutional Placements ("QIP") such number of equity shares, secured or unsecured debentures, bonds, warrants or any other securities whether convertible or exchangeable into equity share or not, or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible or exchangeable into equity shares or not (hereinafter referred to as "Securities") whether rupee denominated or denominated in foreign currency, to any eligible person or to Promoters, Promoter group companies or to existing shareholders by way of right issue, including to Domestic / Foreign Investors / Institutional Investors/Foreign Institutional Investors, non-resident Indians, Indian public, Individuals, Companies / Corporate Bodies (whether incorporated in India or abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of



Chapter VIII of the SEBI ICDR Regulations, stabilizing agents or other persons or entities, whether shareholders of the Company or not, through a public issue and/or on a private placement basis and/or qualified institutional placement within the meaning of Chapter VIII of the SEBI ICDR Regulations and /or preferential issue or through a combination of the foregoing as may be permitted under applicable law from time to time, for an aggregate amount upto Rs.1000 Crores (Rupees One Thousand Crores only), whether to be listed on any stock exchange in India or outside India, through an offer document and/or prospectus and/or offer letter, and/or Placement Document and /or offering circular, and/or on public and/or private or preferential basis, at such price or prices and on such terms and conditions including security, rate of interest etc, as may be decided by and deemed appropriate by the Board as per applicable law.

RESOLVED FURTHER THAT in case of a Qualified Institutional Placement pursuant to SEBI ICDR Regulations,

- a) the allotment of specified securities shall only be to Qualified Institutional Buyers and the relevant date for the determination of the price of the equity shares to be issued or issued pursuant to conversion, shall be the date as per SEBI (ICDR) Regulations as may be amended from time to time and allotment of specified securities shall be completed within twelve months from the date of this resolution.
- b) The Equity Shares or the fresh equity shares allotted on the conversion of the warrants or other convertible instruments shall rank *pari passu* in all respects with the then existing equity shares of the Company.
- c) The Securities, if allotted to Qualified Institutional Buyers, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- d) The offer, issue and allotment of the Securities, and the fresh equity shares to be issued on conversion of the warrants or other convertible instruments shall be made at such time or times that the Board of Directors or the Committee may in their absolute discretion decide, subject to the SEBI ICDR Regulations and other applicable laws, and the terms agreed between the Board of Directors and the proposed Allottees of the Securities.



RESOLVED FURTHER THAT in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

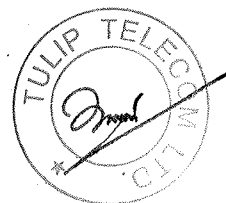
RESOLVED FURTHER that the issue of Securities shall be subject to the following terms and conditions:

- (a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of the issue; and
- (b) The number and/or price of the Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid and following resolutions, a Committee of Directors ('Issue Committee') comprising of Lt. Col. H. S. Bedi, Chairman & Managing Director, Mr. Deepinder Singh Bedi, Executive Director, Mr. Chandrahas Kutty, Director and Mr. Rajesh Gulshan, Director, be constituted and the Committee be and is hereby authorized to do all such acts and deeds as may be required including the powers to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors., in its absolute discretion, deem



necessary or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities.

RESOLVED FURTHER THAT any two members of the Committee shall constitute the quorum of the Committee meeting and that resolutions passed by circulation by the committee shall require approval of the majority of the members of the Committee.

RESOLVED FURTHER THAT the Company Secretary of the Company shall be the Secretary to the Committee.

RESOLVED FURTHER THAT Lt. Col. H. S. Bedi, Chairman & Managing Director, Mr. Deepinder Singh Bedi, Executive Director, Mr. Sanjay Jain, Chief Executive Officer, Mr. Rahul Ahuja, Chief Financial Officer and Mr. Jagdish Patra, Company Secretary & Head-Legal be and are hereby severally authorized to take all steps and do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution."

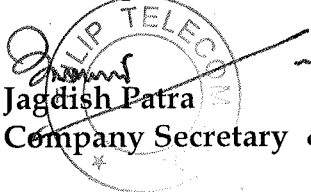
On being put to vote, by show of hands, the above resolution was passed as special resolution with requisite majority.

Vote of Thanks

There being no other business to transact, the meeting concluded with a vote of thanks by Mr. Jagdish Patra, Company Secretary & Head -Legal , at the request of the Chairman.

CERTIFIED TRUE COPY

For Tulip Telecom Limited


Jagdish Patra
Company Secretary & Head- Legal