



REF: GTL/SE/AGM/2024-25/021

August 21, 2024

Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai 400 001.	Corporate Communication Department National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.
(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)	

Dear Sir/s,

Sub: Notice convening 36th Annual General Meeting & intimation of Remote E-voting facility

We wish to inform you that the Thirty-sixth (36th) Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, September 12, 2024, at 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with General Circular no. 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other circulars issued by the Securities and Exchange Board of India.

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for entire e-voting are detailed in the said Notice.

Pursuant to Regulation 30 read with clause 12 of Part A of Schedule III to the Listing Regulations, please find enclosed Notice convening the 36th AGM of the Company for your records.

Please acknowledge receipt.

Thanking you,
Yours truly,
For GTL Limited

Deepak A. Keluskar
Company Secretary

Sunil Valavalkar
Whole-time Director

Encl: As above

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

GTL LIMITED

Corp Off: 412 Janabhoomi Chambers 29 Walchand Hirachand Marg Ballard Estate Mumbai - 400 001 India
Tel: +91-22-2271 5000 Fax: +91-22-2271 5332

Regd Off: Global Vision Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India
Tel: +91-22-2761 2929 Fax: +91-22-2768 9990 www.gtllimited.com CIN: L40300MH1987PLC045657

NOTICE OF AGM

NOTICE is hereby given that the Thirty-sixth (36th) Annual General Meeting of the Members of GTL Limited ("Company") will be held on Thursday, September 12, 2024, at 02:00 P.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Siddhi M. Thakur (DIN: 07142250), who retires by rotation and being eligible, offers herself, for re-appointment.

Special Business

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:
"RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Jyotisana S. Kondhalkar (DIN: 10729811), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration

to that effect, and who is eligible for appointment as an Independent Director of the Company and who was appointed by the Board of Directors as an Additional Director with the designation of an Independent Director of the Company with effect from August 14, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years w.e.f. August 14, 2024 to August 13, 2029. (both days inclusive).

RESOLVED further that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place: Navi Mumbai
Date : August 14, 2024

Deepak Keluskar
Company Secretary

Registered Office:

GTL Limited, 'Global Vision',
Electronic Sadan No. II, M.I.D.C,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India
Tel: +91-22-27612929
Fax: +91-22-27689990
E-mail: gtlshares@gtlimited.com
Website: www.gtlimited.com
CIN: L40300MH1987PLC045657

Notes:

1. Pursuant to General Circular no. 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other circulars issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter collectively referred to as "the Circulars"), the 36th Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").
2. The Company has provided an explanatory statement pursuant to Section 102(1) of the Companies Act ("the Act") in respect of item no. 3. In terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"), the Company has also provided the required information in respect of item nos. 2 and 3 of the notice in Annexure - 1 and Annexure - 2 respectively.
3. Since the 36th AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of

Members has been dispensed with. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, the Company is providing facility of e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of e-voting for casting votes by a member during the 3 days period prior to the AGM ("Remote e-voting") and during the course of the AGM ("Venue e-voting") will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned

in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without the restriction of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. Pursuant to the Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, pursuant to Sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In line with the Circulars, the Annual Report for FY 2023–24 containing the Notice of AGM, Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report and Management Discussion & Analysis, is being sent by electronic mode to those Members whose names appear in the Register of Members as on Friday, August 16, 2024 and whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL") / Depositories. The Annual Report has been uploaded on the website of the Company at www.gtllimited.com and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively. A copy of the same will also be available on the website of CDSL (agency for providing the Remote e-Voting and venue e-voting system during the AGM) i.e. www.evotingindia.com.
9. The procedure for participating in the AGM through VC / OAVM is explained below in this Notice.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names, as per the Register of Members of the Company, will be entitled to vote.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form.

In respect of shares held in physical form, as requested by the Registrar and Share Transfer Agent ("RTA"), members are requested to intimate changes, if any, in respect of the above information, to the RTA at Bigshare Services Private Limited, Office No. S6–2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, Maharashtra, in the prescribed Form.

12. Attention of Members is also drawn to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 which mandates that listed companies issue securities only in dematerialized form while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Members are therefore requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available under Investor Information on the Company's website http://www.gtllimited.com/ind/inv_info.aspx and on the website of the Company's Registrar and Transfer Agents, at <https://www.bigshareonline.com/Resources.aspx>. It may be noted that any service request will be processed only after the related folio is KYC compliant. Members may also note that the above referred circular also stipulates crediting of the shares to Suspense Escrow Demat Account, in case concerned shareholder fails to submit demat request within the prescribed timelines.
13. All documents referred to in this Notice and the Register of Contracts & Directors' shareholdings are open for inspection up to the date of AGM, for which purpose, members may send their request to gtlshares@gtllimited.com.
14. The Company's Equity Shares are listed on BSE and NSE. The Listing Fees for the FY 2024–25 in respect of equity shares of the Company have been paid.
15. The venue of the 36th AGM shall be deemed to be the Registered Office of the Company at "Global Vision", Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai–400710, Maharashtra, India.
16. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2009–10 (except in respect of pending legal matters) to the Investor Education and Protection Fund ("IEPF"). The Company has not declared/paid any dividend for FY 2010–11 and thereafter. Therefore, no further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date. Members may refer to section 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of this Annual Report, for full details.

NOTICE OF AGM

17. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Listing Regulations, GTL Limited, being a listed entity is providing e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (ii) The 3 days remote e-voting period prior to AGM begins on Monday, September 9, 2024 at 09:00 a.m (IST) and ends on Wednesday, September 11, 2024 at 05:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date ("record date") of

Thursday, September 5, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (iii) Shareholders who have already voted as above prior to the meeting date would not be entitled to vote during the course of AGM.
- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Demat account holders would now be able to cast their vote by way of a single login credential, through their respective Demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Providers ("ESPs").

18(A) PROCESS FOR LOGIN FOR E-VOTING AND JOINING VIRTUAL MEETINGS, FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the CDSL e-Voting service provider for casting his/her vote during the remote e-Voting period or joining virtual meeting & voting during the course of the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If user is already registered for NSDL IDeAS facility, they may visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. User will have to enter User ID and Password. After successful authentication, user will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and user will be able to see e-Voting page. Click on company name or e-Voting service provider name and user will be re-directed to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting & voting during the course of the meeting.

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. User will have to enter User ID (i.e. Sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e-Voting page. Click on company name or e-Voting service provider name and user will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting and voting during the course of the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	User can also login using the login credentials of demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, user will be able to see e-Voting option. Once user clicks on e-Voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein user can see e-Voting feature. Click on company name or e-Voting service provider name and user will be redirected to e-Voting service provider website for casting vote during the remote e-Voting period or joining virtual meeting and voting during the course of the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at +91 22 48867000 and +91 22 24997000

18(B) PROCESS & MANNER OF REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in electronic (‘demat’) form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

NOTICE OF AGM

- f. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha–numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence Number as provided in the email, in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the 16 digit member–id or folio number in the Dividend Bank details field as mentioned in instruction 18(B)c.

- g. After entering these details appropriately, click on “SUBMIT” tab
- h. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e–voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For shareholders holding shares in physical form, the details can be used only for e–voting on the resolutions contained in this Notice.
- j. Click on the EVSN of “GTL LIMITED” on which you choose to vote.
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – REMOTE VOTING

- Non–Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. gtlshares@gtllimited.com, if they have voted from individual tab and not uploaded same in the CDSL e–voting system for the scrutinizer to verify the same.

18(C) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AND PARTICIPATING IN THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) The procedure for attending meeting and voting on the day of the AGM is same as the instructions mentioned above for e–voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e–voting.
- 3) Shareholders who have voted through Remote e–Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) For the ease of conduct of AGM, shareholders who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request along with questions mentioning name, demat account number/folio number, email-id, mobile number at gtlshares@gtllimited.com from Monday, September 2, 2024 (09.00 A.M. IST) to Friday, September 6, 2024 (05.00 P.M. IST). The Company reserves the right to answer the queries suitably in the AGM, depending upon the availability of time.
- 8) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 9) If any Votes are cast by the shareholders through the venue e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of venue e-voting during the meeting is available only to the shareholders attending the meeting.

18(D) PROCESS FOR SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES – FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) Shareholders holding shares in physical form – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email-id.
- 2) Shareholders holding shares in demat form – please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated

Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email-id.

Queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, may be raised by sending email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or by email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

19. The Company has appointed Mr. Virendra G. Bhatt, a Practicing Company Secretary, (Membership No. ACS1157, COP: 124) as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and venue e-voting and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or the whole time Director or any person authorised by the Chairman. The results will be announced within the time stipulated under the applicable laws.
21. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
22. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtllimited.com and on CDSL's website at www.evotingindia.com for information of the Members, besides being communicated to BSE and NSE, where the shares of the Company are listed.

By Order of the Board of Directors

Place: Navi Mumbai
Date : August 14, 2024

Deepak Keluskar
Company Secretary

Registered Office:

GTL Limited, 'Global Vision',
Electronic Sadan No. II, M.I.D.C,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400710, Maharashtra, India.
Tel: +91-22-2761 2929
Fax: +91-22-2768 9990
E-mail: gtlshares@gtllimited.com
Website: www.gtllimited.com
CIN: L40300MH1987PLC045657

NOTICE OF AGM

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the “Act”) and other applicable Rules made thereunder.

Item No. 3

Taking into consideration, the existing composition of the Board, tenure of the Directors and the regulatory requirements under the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its Resolution dated August 14, 2024 appointed Ms. Jyotisana S. Kondhalkar (DIN: 10729811) as an Additional Director of the Company (with the Designation of an Independent Director) w.e.f. August 14, 2024 to hold office upto the date of this AGM, pursuant to Article 130 of the Articles of Association of the Company and section 161 of the Companies Act, 2013; and as an Independent Director, not liable to retire by rotation, for a term of 5 consecutive years, commencing from August 14, 2024 to August 13, 2029, subject to the approval of the members at this AGM.

As per Regulation 17(1C) of Listing Regulations, a listed entity shall ensure that the approval of the members for the appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, with a view to comply with the said requirement, it is proposed to obtain the approval of the members for her appointment at this 36th AGM.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 25 (2A) of the Listing Regulations, appointment / reappointment of Independent Directors requires approval of Members of the Company by way of special resolution. As per the said Section, an Independent Director can be appointed for a term up of five consecutive years on the Board of a company and shall be eligible for reappointment.

Ms. Jyotisana S. Kondhalkar, aged 43 years is a member of Bar Council of Maharashtra and Goa, since 2005. In the field of Legal, she has experience of around 19 years including in the office of M/s. Vigil Juris, Mumbai for 11 years. In her professional capacity, she appears before various Courts / Forums for representing matters involving Civil, Criminal, Labour, Contracts, Debt recovery,

Arbitration and Other legal disputes. The Board of Directors are of the view that her skill, knowledge, expertise and competencies will be beneficial for the effective functioning of the Board.

Ms. Jyotisana S. Kondhalkar, is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent in writing to act as Director of the Company. She has also given a declaration to the effect that she meets the criteria of independence as required under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations. The Company has also received a declaration from Ms. Jyotisana S. Kondhalkar to effect that she has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. She is independent of the Management of the Company. In the opinion of the Board, Ms. Jyotisana S. Kondhalkar fulfils the conditions specified in the Act and the Rules thereunder and the Listing Regulations for appointment as Independent Director.

Accordingly, it is proposed to appoint Ms. Jyotisana S. Kondhalkar as an Independent Director of the Company for a term of five consecutive years w.e.f. August 14, 2024 to August 13, 2029 (both days inclusive).

In terms of Section 160 of the Act, the Company has received notice in writing from a Member proposing the candidature of Ms. Jyotisana S. Kondhalkar to be appointed as an Independent Director of the Company.

Disclosure pursuant to the provisions of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, is annexed hereto as Annexure – 2 and forms part of this Notice of 36th AGM.

The terms and conditions of appointment of Ms. Jyotisana S. Kondhalkar is available for inspection by members electronically up to the date of the Annual General Meeting. The Members seeking to inspect the same can send an email to gtlshares@gtllimited.com.

The Board commends passing of the Special resolution as set out in Item no. 3 of the accompanying Notice. Except Ms. Jyotisana S. Kondhalkar, none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the passing of the Resolution.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings)

Annexure –1

Sr. No.	Particulars	Mrs. Siddhi M. Thakur
1	DIN	07142250
2	Age	37 years
3	Qualifications	Graduate in Hospitality and Tourism Management from Mumbai University and holds a post graduate diploma in Tourism Management from Thames Valley University, London.
4	Terms and Conditions of Appointment	Liable to retire by rotation.

Sr. No.	Particulars	Mrs. Siddhi M. Thakur
5	Brief Resume / Experience / Nature of expertise in specific functional area	<p>Possesses experience in travel, tour and hospitality for about 15 years, including as an independent consultant for about 8 years. She was on the Board and the Committees of GTL Limited as an Independent Director for 8 years. Since April 1, 2023, she is continuing her directorship in the capacity of Non-Executive Non-Independent Director. Presently, she is also member of Audit, Stakeholders Relationship and Corporate Social Responsibility Committees.</p> <p>Thus, she possesses appropriate skills, knowledge and experience in Hospitality & Tourism Management and Telecom Industries.</p>
6	Remuneration last drawn (including Sitting Fees, if any)	₹ 20,25,000/-
7	Details of remuneration to be paid, if any	<p>Mrs. Siddhi Thakur shall be paid remuneration by way of;</p> <p>i) Sitting Fees as decided by the Board for attending meetings.</p> <p>ii) Commission that may be determined by the Board / General Meetings for each financial year based on the performance of the Company and her performance, subject to availability of profits</p> <p>iii) Reimbursement of expenses in discharge of her function as Director.</p>
8	Details of first appointment to the Board	Mrs. Siddhi Thakur joined the Board as Independent Director on March 31, 2015. After expiry of the term as Independent Director she is continuing her directorship as Non-Executive Non-Independent Director w.e.f. April 1, 2023.
9	Shareholding in the Company	NIL
10	Relationship with other Directors / Manager/ KMPs	Mrs. Siddhi Thakur does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company
11	No. of Meetings of the Board attended during the year	10 (Ten)
12	In case of Independent Directors, justification for choosing the appointee	Not Applicable
13	Directorship / Membership/Chairmanship of Committees in other entities	NIL
14	Listed entities from which the Director has resigned in the past three years	NIL

Annexure –2

Sr. No.	Particulars	Ms. Jyotisana S. Kondhalkar
1	DIN	10729811
2	Age	43 years
3	Qualifications	LLB
4	Terms and Conditions of Appointment	<p>As Additional Director w.e.f. August 14, 2024 to hold office upto the date of ensuing AGM; and</p> <p>As an Independent Director, not liable to retire by rotation for term of 5 years commencing from August 14, 2024 to August 13, 2029.</p>
5	Brief Resume / Experience / Nature of expertise in specific functional area	<p>Ms. Jyotisana S. Kondhalkar is a member of Bar Council of Maharashtra and Goa, since 2005. In the Legal field, she has experience of around 19 years including in the office of M/s. Vigil Juris, Mumbai for 11 years. In her professional capacity, she appears before various Courts / Forums for representing matters involving Civil, Criminal, Labour, Contracts, Debt recovery, Arbitration and Other legal disputes.</p>
6	Remuneration last drawn (including Sitting Fees, if any)	Not Applicable
7	Details of remuneration to be paid, if any	<p>Ms. Jyotisana S. Kondhalkar shall be paid remuneration by way of;</p> <p>i) Sitting Fees as decided by the Board for attending meetings.</p> <p>ii) Commission that may be determined by the Board / General Meetings for each financial year based on the performance of the Company and her performance, subject to availability of profits.</p> <p>iii) Reimbursement of expenses in discharge of her function as Director.</p>

NOTICE OF AGM

Sr. No.	Particulars	Ms. Jyotisana S. Kondhalkar
8	Details of first appointment to the Board	Appointed as an Additional / Independent Director of the Company with effect from August 14, 2024, subject to approval of the Members.
9	Shareholding in the Company	NIL
10	Relationship with other Directors / Manager/ KMPs	Ms. Jyotisana S. Kondhalkar does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company.
11	No. of Meetings of the Board attended during the year	Not Applicable
12	In case of Independent Directors, justification for choosing the appointee	In the opinion of the Board, Ms. Jyotisana S. Kondhalkar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Director and she is independent of the management of the Company and possesses appropriate skills, knowledge, expertise and competencies for contributing to the effective functioning of the Board. Her appointment would also provide a balanced mix of Independent and Non-Independent Directors including Women Director in the Board and the Committees.
13	Directorship / Membership / Chairmanship of Committees in other entities	NIL
14	Listed entities from which the Director has resigned in the past three years	NIL

By Order of the Board of Directors

Place: Navi Mumbai
Date : August 14, 2024

Deepak Keluskar
Company Secretary

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