

REF: GIL/SE/AGM/2020-21/36

September 8, 2020

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
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
Trading Symbol : GTLINFRA

Dear Sir/s,

Sub: Notice convening 17th Annual General Meeting & intimation of Remote E-voting facility

We wish to inform you that the Seventeenth (17th) Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, September 30, 2020, 2:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities Exchange Board of India (SEBI),

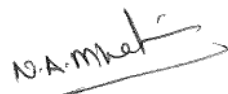
Pursuant to provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the 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 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 17th AGM of the Company for your records.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Infrastructure Limited



Nitesh A. Mhatre
Company Secretary &
Compliance Officer



Vikas Arora
Group Head- Corporate Communications

Encl. as above

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

NOTICE FOR AGM

NOTICE is hereby given that the Seventeenth (17th) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Wednesday, September 30, 2020, 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj G. Tirodkar (DIN: 00298407) who retires by rotation and, being eligible, offers himself for re-appointment, subject to receipt of requisite consents as stated in Explanatory Statement.

By Order of the Board of Directors,

Place: Mumbai

Date : September 4, 2020

Nitesh A. Mhatre

Company Secretary

Registered Office:

‘Global Vision’, 3rd Floor,
Electronic Sadan No. II, M.I.D.C,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400 710

Tel: +91 22 68293500 Fax: +91 22 68293545

E-mail: gilshares@gtlinfra.com; Website: www.gtlinfra.com

CIN: L74210MH2004PLC144367

Notes:

1. In view of the situation arising due to NCOVID 19 global pandemic, the general meetings of the companies have to be conducted as per Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI). Accordingly, the forthcoming 17th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with applicable provisions of the Companies Act, 2013 (Act) read with the terms of the aforementioned Circulars. Hence, Members are requested to attend and participate in the ensuing AGM through VC/OAVM.
2. A statement pursuant to Section 102(1) of the Act, relating to the item no. 2 to be transacted at the AGM is annexed hereto.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the above said Circulars of MCA and SEBI the Company is providing facility of remote e-voting to its Members in respect of the business 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 casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM 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 restriction on account 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 MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, pursuant to Section 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 MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM (containing all the required particulars) has been uploaded on the website of the Company at www.gtlinfra.com. The Notice 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and 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 and is also available on the website of the Company www.gtlinfra.com.
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. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the SEBI, the Annual Report 2019–20, 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 e-mail addresses are registered with the RTA / Depositories. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, September 4, 2020. Members may also note that the Notice of AGM and the other sections of the Annual Report for the Financial Year 2019–20 will be available on the Company's website www.gtlinfra.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., BSE (at www.bseindia.com) and NSE (at www.nseindia.com) and on the website of CDSL at www.evotingindia.com.
12. 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, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to the Registrar and Share Transfer Agent ("RTA") at Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makawana Road, Marol, Andheri (East), Mumbai – 400 059, in case shares are held in physical form.
13. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Bigshare Services Private Limited for assistance in this regard.
14. All documents referred to in the above Notice inter-alia Register of Contracts and Directors' shareholding are open for inspection up to the date of AGM and considering the restrictions on the movement of people at several places in the country, due to outbreak of NCOVID 19, the request for any of above documents may please be sent to gilshares@gtlinfra.com.
15. Members are requested to forward their queries on Financial Statements or other Sections of the Annual Report to the Company Secretary at least 10 days in advance. On account of the lock down imposed by the Government and keeping in mind the fact that the meeting is being held through VC / OAVM, shareholders / investors are requested to forward their queries pertaining to Annual Accounts and other Sections of Annual Report by e-mail to gilshares@gtlinfra.com. These queries will be replied to respective shareholders suitably by e-mail.
16. The Company's Equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Further, the Listing Fees in respect of Equity Shares of the Company have been paid to BSE and NSE for the Financial Year 2019–20. The Company's FCCBs are listed on Singapore Exchange Securities Trading Limited (SGX).
17. In keeping with the provisions of the Act and the Listing Regulations for the purpose of sending Notices and other documents to its members through electronic mode to the email address furnished to the

RTA / Depositories and the difficulties arising from the consequences of situations like that of NCOVID 19, members who have so far not provided their email addresses to the RTA (for holdings in physical form) or to the Depositories (for holdings in electronic form) are requested to provide the same to the RTA / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage cost and for effective participation in the General Meetings of the Company.

18. The venue of the 17th AGM shall be deemed to be the Registered Office of the Company at “Global Vision”, 3rd Floor, Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai–400 710. Maharashtra, India.

19. The instructions for shareholders voting electronically (remote e–voting) are as under:

- i. The voting period begins on Sunday, September 27, 2020 at 09:00 a.m and ends on Tuesday, September 29, 2020 at 05:00 p.m. 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 24, 2020 may cast their vote electronically. The e–voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e–voting website www.evotingindia.com.
- iv. Click on Shareholders / Members
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in 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.

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

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha–numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members 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.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <ul style="list-style-type: none"> • 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 (v). |

ix. After entering these details appropriately, click on “SUBMIT” tab

x. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of **“GTL INFRASTRUCTURE LIMITED”** on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

- a) For Physical shareholders– 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.

- b) For Demat shareholders –, 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.
- c) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING AND PARTICIPATING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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 their name, demat account number/folio number, email id, mobile number at gilshares@gtlinfra.

com, from September 21, 2020 (09:00 HRS) to September 25, 2020 (17:00 HRS). Members who have registered themselves as speakers will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM.

- f) As the meeting is being held through VC / OAVM, the shareholders are encouraged to register themselves as a speakers by furnishing the required information and questions in advance for providing appropriate response.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) 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.
- c) If any Votes are cast by the shareholders through the 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 e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

xx. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

xxi. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

xxii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. The Company has appointed Mr. Chetan A. Joshi, a Practicing Company Secretary (Membership No. FCS 7052, CP 7744) as the Scrutinizer for conducting the entire remote e-voting process and e-voting process at the meeting in a fair and transparent manner.
21. The Scrutinizer shall immediately after the conclusion of voting at the General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company

and make not later than 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

22. The Results on resolutions shall be declared on or after the AGM of the Company, but within 48 (forty eight) hours after conclusion of the Meeting and 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.
23. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at www.gtlinfra.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: Mumbai

Date : September 4, 2020

Nitesh A. Mhatre
Company Secretary

Registered Office:

'Global Vision', 3rd Floor,
Electronic Sadan No. II, MIDC,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400 710
Tel: +91 22 68293500; Fax: +91 22 68293545
E-mail: gilshares@gtlinfra.com;
Website: www.gtlinfra.com
CIN: L74210MH2004PLC144367

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 2

Mr. Manoj G. Tirodkar (DIN: 00298407) is Non-Executive Chairman of the Company since 2007. He retires by rotation at the ensuing Annual General Meeting.

Kindly refer to the Chairman's Letter, which is part of Annual Report (page no. 6 to 9). In the letter, Mr. Tirodkar had expressed some concerns regarding current issues being faced by the Company and was exploring the possibility of not offering himself up for re-appointment. For the reasons stated therein, he has sought the consent for his re-appointment of certain lenders who had converted their debt into equity shares pursuant to Corporate Debt Restructuring and Strategic Debt Restructuring and lenders of GTL Limited who have invoked pledge over shareholding of GTL Limited in the Company. If such consent is not received, Mr. Tirodkar will not be offering himself for re-appointment.

The Board commends passing of the resolution at item no. 2 of the accompanying Notice, subject to receipt of consents as stated above.

Except Mr. Manoj G. Tirodkar and his relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives is, in anyway, concerned or interested, financially or otherwise, in passing of this Resolution.

Place : Mumbai
Date : September 4, 2020

By Order of the Board of Directors,
Nitesh A. Mhatre
Company Secretary

Registered Office:

'Global Vision', 3rd Floor,
Electronic Sadan No. II, MIDC,
T.T.C. Industrial Area, Mahape,
Navi Mumbai 400 710
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E-mail: gilshares@gtlinfra.com; Website: www.gtlinfra.com
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