

Ref: GIL/SE/AGM/2023-24/053

September 6, 2023

**The Secretary**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
Fort, Mumbai 400023

**The Secretary**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400051

Scrip Code: 532775

Trading Symbol: GTLINFRA

Dear Sir/s,

**Sub: Notice convening 20<sup>th</sup> Annual General Meeting & intimation of Remote E-voting facility**

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We wish to inform you that the Twentieth (20<sup>th</sup>) Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, September 28, 2023, at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance General Circular no. 10/2022 dated December 28, 2022 and other related circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other related 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 20<sup>th</sup> AGM of the Company for your records.

Thanking you,

Yours truly,  
For **GTL Infrastructure Limited**

**Nitesh A. Mhatre**  
**Company Secretary**

**Vikas Arora**  
**Whole-time Director**

Encl. as above

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

**GTL INFRASTRUCTURE LIMITED**

Corp Off: 412 Janmabhoomi 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 3rd Floor Electronic Sadan - II MIDC TTC Industrial Area Mahape Navi Mumbai - 400 710 India  
Tel: +91-22-6829 3500 Fax: +91-22-6829 3545 www.gtlinfra.com CIN-L74210MH2004PLC144367

NOTICE is hereby given that the Twentieth (20<sup>th</sup>) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Thursday, September 28, 2023, at 11:00 a.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, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Charudatta K. Naik (DIN: 00225472), who retires by rotation and, being eligible, offers himself for re–appointment.
3. To consider and, if though fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED that** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. CVK & Associates, Chartered Accountants, Mumbai (Firm Registration No. 101745W) be and hereby appointed as the Statutory Auditors of the Company in place of retiring the Statutory Auditor M/s. Pathak H. D. & Associates LLP, Chartered Accountant, Mumbai (Firm Registration No. 107783W/W100593) to hold office for a term of five years from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Twenty Fifth (25<sup>th</sup>) AGM to be held in the calendar year 2028 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

## Special Business

4. To consider and if, though fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED that** Mrs. Sunali Chaudhry (DIN: 07139326), who was appointed by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director of the Company with effect from September 5, 2023 and who holds office up to the date of this Annual General Meeting of the Company pursuant to the provisions of Section 161(1) and any other applicable provisions, if any, of the Companies Act 2013 (the “Act”) (including any modification and re–enactment thereof) and Article 130 of Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a

Non–Executive / Non–Independent Director of the Company, liable to retire by rotation.”

**By Order of the Board of Directors,**

Place : Mumbai  
Date : September 5, 2023

**Nitesh A. Mhatre**  
Company Secretary

## Registered Office:

‘Global Vision’, 3<sup>rd</sup> Floor,  
Electronic Sadan No. II, MIDC,  
TTC Industrial Area, Mahape,  
Navi Mumbai 400 710  
Tel: +91 22 68293500 Fax: +91 22 68293545  
E–mail: [gilshares@gtlinfra.com](mailto:gilshares@gtlinfra.com); Website: [www.gtlinfra.com](http://www.gtlinfra.com)  
CIN: L74210MH2004PLC144367

## Notes:

1. Pursuant to General Circular No. 10/2022 dated December 28, 2022 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/PoD–2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”), the forthcoming 20<sup>th</sup> Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) / Other Audio–Visual Means (“OAVM”).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the businesses under Item Nos. 3 and 4 of the Notice is annexed hereto. Further, the relevant details with respect to Item Nos. 2 and 4 pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”) in respect of director/s seeking appointment / re–appointment at this AGM is annexed.
3. Since the 20<sup>th</sup> AGM is being held pursuant to the MCA and SEBI 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 SEBI 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 2022–23 containing the Notice of AGM, Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report, Business Responsibility and Sustainability 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, September 01, 2023 and whose e-mail addresses are registered with the Company, its Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL") or Depositories. The Annual Report has been uploaded on the website of the Company at [www.gtlinfra.com](http://www.gtlinfra.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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form.

In respect of shares held in physical form, members are requested to intimate changes, if any, in respect of the above information, to the Company / Registrar

and Share Transfer Agent ("RTA") in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_PoD-1/P/CIR/2023/37 dated March 16, 2023. In absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA. Members may also refer to the Investor Information on the Company's website <https://www.gtlinfra.com/investors/investor-services/>. Accordingly, members are requested to take appropriate steps immediately to avoid freezing of respective folios by the RTA.

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 <https://www.gtlinfra.com/investors/investor-services/> 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 [gilshares@gtlinfra.com](mailto:gilshares@gtlinfra.com).
14. The Company's Equity Shares are listed on BSE and NSE. The Listing Fees for the FY 2023–24 in respect of equity shares of the Company have been paid.
15. The venue of the 20<sup>th</sup> AGM shall be deemed to be the Registered Office of the Company at "Global Vision", 3<sup>rd</sup> Floor, Electronic Sadan No. II, MIDC, TTC Industrial Area, Mahape, Navi Mumbai-400710. Maharashtra, India.
16. **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 SEBI Listing Regulations, GTL Infrastructure 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 25, 2023 at 09:00 a.m (IST) and ends on Wednesday, September 27, 2023 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 21, 2023 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”).

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

Type of shareholders	Login Method
<b>Individual Shareholders</b> holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<b>Individual Shareholders</b> holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the course of the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>



Type of shareholders	Login Method
<b>Individual Shareholders</b> (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at +91 22 48867000 and +91 22 24997000

#### 17(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:

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

- After entering these details appropriately, click on "SUBMIT" tab
- 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 INFRASTRUCTURE 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.
- 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) Further 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) 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](mailto:gilshares@gtlinfra.com) from Monday, September 18, 2023 (09.00 A.M. IST) to Friday, September 22, 2023 (05.00 P.M. IST). 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.
  - 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 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.

#### 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](http://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](mailto: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](mailto: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. [gilshares@gtlinfra.com](mailto:gilshares@gtlinfra.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.

#### 17(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.

#### 17(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 holdings 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) by email 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafattal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or by email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.: 1800 22 55 33.

18. 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.
19. The Scrutinizer shall, immediately after the conclusion of voting at AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote 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 whole time Director or a person authorized by the Chairman. The results will be announced within the time stipulated under the applicable laws.

20. The results declared along with the Scrutinizer's Report will be hosted on the Company's website at [www.gtlinfra.com](http://www.gtlinfra.com) and on CDSL's website at [www.evotingindia.com](http://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 5, 2023

**Nitesh A. Mhatre**  
*Company Secretary*

**Registered Office:**

'Global Vision', 3rd Floor,  
Electronic Sadan No. II, MIDC,  
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Navi Mumbai 400 710  
Tel: +91 22 68293500 Fax: +91 22 68293545  
E-mail: [gilshares@gtlinfra.com](mailto:gilshares@gtlinfra.com); Website: [www.gtlinfra.com](http://www.gtlinfra.com)  
CIN: L74210MH2004PLC144367

## ANNEXURE TO THE NOTICE

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the "Act")

#### Item No. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). However, the same is strictly not required as per Section 102 of the Act.

The members at the 15<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 27, 2018 had approved the appointment of M/s. Pathak H.D. & Associates LLP (Firm Registration Number: 107783W / W100593), Chartered Accountants, Mumbai as the Statutory Auditors of the Company for a term of five years to hold office till conclusion of this AGM.

Accordingly, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on September 5, 2023 proposed the appointment of M/s. CVK & Associates (Firm Registration Number: 101745W), Chartered Accountants, Mumbai ("CVK") as the Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of this AGM till the conclusion of twenty-fifth (25<sup>th</sup>) AGM to be held in the year 2028.

The proposed remuneration to be paid to CVK for audit services for the financial year ending March 31, 2024, is ₹ 45 Lakhs (Rupees Forty-Five Lakhs) plus applicable taxes and out-of-pocket expenses, if any. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act. The Board of Directors, in consultation with the Audit Committee, shall approve revision to the remuneration of the Statutory Auditors for the remaining part of the tenure.

CVK have consented to their appointment as Statutory Auditor and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

CVK was established in the year 1981. It is a leading chartered accountancy firm rendering comprehensive professional services which include audit, management consultancy, tax consultancy, accounting services, manpower management, secretarial services etc. CVK is a professionally managed firm. The team consists of distinguished chartered accountants, corporate financial advisors and tax consultants. The firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the firm have regular interaction with industry and other professionals which enables the firm to keep pace with contemporary developments and to meet the needs of its clients.

The Board commends passing of the ordinary resolution set out at Item No. 3 of the Notice for approval by the Members. 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.

#### Item No.4

In its endeavour to have more participation of women on the Board and to promote gender equality, the Board of Directors, at its meeting held on September 5, 2023, based on the recommendation of the Nomination & Remuneration Committee, appointed Mrs. Sunali Chaudhry as an Additional Director of the Company with effect from September 5, 2023. In terms of Section 161(1) of the Act, Mrs. Sunali Chaudhry hold office of Additional Director only up to the date of this AGM of the Company, and is eligible for appointment as a Director. The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing her candidature for the office of Director.

The Company has also received from Mrs. Sunali Chaudhry (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014' (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the 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.

Mrs. Sunali Chaudhry has over 25 years of experience as law professional specializing in Arbitration, Mergers & Acquisition and Risk Management & Business Development and Corporate functions of Corporate Communications. She was on the board of the Company from March 31, 2015 to February 22, 2022, post which due to her other professional commitments resigned from the directorship. Now, she has communicated her availability to contribute towards objective of the Company as a member of the Board. The directors are of the view that appointment of Mrs. Sunali Chaudhry will be beneficial to the Company considering her extensive experience in legal and other fields.

Further details of Mrs. Sunali Chaudhry have been given in Annexure A to this Notice.

The Board commends passing of the ordinary resolution at Item No. 4 of the Notice. Except Mrs. Sunali Chaudhry, 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.

## Annexure A

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings)

Sr No	Particulars	Mr. Charudatta K. Naik	Mrs. Sunali Chaudhry
1.	DIN	00225472	07139326
2.	Age	58 years	40 years
3.	Qualifications	<ul style="list-style-type: none"> <li>Bachelor of Engineering – BE, Electronics &amp; Telecom Engineering</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor of Commerce</li> <li>Masters in Finance Management</li> <li>Bachelor of Law</li> </ul>
4.	Experience	Wide experience in telecom sector	Wide experience in legal field specially in telecom, power and aviation sectors
5.	Details of remuneration to be paid, if any	Sitting Fees for attending Board meetings and Committee meetings, if any, where he is a member	Sitting Fees for attending Board meetings and Committee meetings, if any, where she is a member
6.	Details of first appointment to the Board	Mr. Charudatta Naik was first appointed on February 4, 2004	Ms. Sunali Chaudhry was first appointed on March 31, 2015
7.	Shareholding in the Company	13,25,900 Equity Shares of ₹ 10 each.	2,85,445 Equity Shares of ₹ 10 each.
8.	Relationship with other Directors / Manager/ KMPs	Mr. Charudatta K. Naik does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company.	Mrs. Sunali Chaudhry does not have any relationship with the Directors or Manager or any other Key managerial personnel of the Company.
9.	No. of Meetings attended during the year	8 (Eight)	Not Applicable
10.	In case of Independent Directors, justification for choosing the appointee	Not Applicable	Not Applicable
11.	Directorship / Membership / Chairmanship of Committees in other entities	Director in DAILAI Technologies Private Limited	NIL
12.	Listed entities from which the Director has resigned in the past three years	NIL	Resigned from the Company on February 22, 2022 due to professional commitments

**By Order of the Board of Directors,**

Place : Mumbai  
Date : September 5, 2023

**Nitesh A. Mhatre**  
Company Secretary

### Registered Office:

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