

GIL/SE/AGM/2019-20/39

August 29, 2019

Department of Corporate Services,
BSE Ltd (BSE)
P. J. Tower, Dalal Street,
Mumbai 400 001

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

Scrip Code : 532775
Fax No. 2272 2037/2272 3719

Trading Symbol : GTLINFRA
Fax No. : 2659 8237/38

Dear Sir/Madam,

Sub: 16th Notice for convening Annual General Meeting and intimation of remote e-voting facility.

Pursuant to the provisions of Section 101 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, please note that the Company has issued Notice convening the 16th Annual General Meeting (AGM) of the members of the Company on September 25, 2019 at 12.30 p.m. at Navi Mumbai, containing the ordinary and Special businesses to be transacted thereat.

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 16th AGM of the Company for your records.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Infrastructure Limited


Nitesh A. Mhatre
Company Secretary


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 Sixteenth (16th) Annual General Meeting of the Members of GTL Infrastructure Limited will be held on Wednesday, September 25, 2019, at 12.30 p.m., at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai-400703, Maharashtra, India, 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, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Milind K. Naik (DIN: 00276884) who retires by rotation and, being eligible, offers himself for re-appointment.

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

“RESOLVED that Ms. Dina S. Hatekar (DIN: 08535438), who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 14, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 130 of the Articles of Association of the Company but who is eligible for appointment 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 Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the appointment of Ms. Dina S. Hatekar, 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, not liable to retire by rotation, for a term of five years commencing August 14, 2019 to August 13, 2024, be and is hereby approved.”

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

“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of

the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and based on approval of Board of Directors, Mr. N. Balasubramanian (DIN: 00288918), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and 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 in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024 including the period from September 3, 2021 when he attains 75 years of age.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“RESOLVED That pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to the continuation of Mr. N. Balasubramanian (DIN: 00288918), as an Independent Director of the Company, who shall attain the age of 75 years on September 3, 2021, during his second term as an Independent Director of the Company.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and based on approval of Board of Directors, Mr. Vinod B. Agarwala (DIN: 01725158), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and 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 in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and based on approval of Board of Directors, Dr Anand P. Patkar (DIN: 00634761), who was appointed as an Independent Director of the Company at the eleventh Annual General Meeting of the Company for a term up to September 15, 2019 by members and 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 in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from September 16, 2019 to September 15, 2024.”

8. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules made thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/records of the Company maintained under Section 88 of the Act and copies of the Annual returns filed under Section 92 of the Act at the office of the Company’s Registrar and Share Transfer Agent (RTA), Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Maharashtra, India or at such other place within Mumbai, Maharashtra where RTA may shift its office from time to time, instead of being kept at the Registered Office of the Company.

RESOLVED FURTHER that the Board of Directors and the Company Secretary be and are hereby severally

authorized to intimate to the Registrar of Companies and/ or any other concerned authorities and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors,

Nitesh A. Mhatre
Company Secretary

Place : Mumbai

Date : August 14, 2019

Registered Office:

‘Global Vision’, 3rd 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; **Website:** www.gtlinfra.com

CIN: L74210MH2004PLC144367

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting i.e. by 12.30 p.m. on September 23, 2019. Proxies / authorisations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolution / authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. 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.
3. The information required to be provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed / reappointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Business under item nos. 3 to 8 to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
4. All documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the AGM.

5. The Notice of the AGM along with the Annual Report 2018–19 is being sent by electronic mode to those Members whose e–mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy. For Members who have not registered their e–mail addresses, physical copies are being sent by the permitted or requested modes. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, August 23, 2019 and Directors and Auditors of the Company through email / courier / post.
6. 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.
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 considered converting their holdings to dematerialized form. Members can contact the Company or Company’s RTA, Bigshare Services Private Limited for assistance in this regard.
7. 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. In order to minimize paper cost / work, members / investors are requested to forward their queries pertaining to Financial Statements and other Sections of Annual Report by e–mail to gilshares@gtlinfra.com.
8. 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 2018–19. The Company’s FCCBs are listed on Singapore Exchange Securities Trading Limited (SGX).
9. Members / proxies are requested to bring the attendance slips duly filled in and signed for attending the AGM.
10. Members are requested to bring their copy of the Annual Report to the AGM.
11. In keeping with 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 Company / Depositories, Members who have so far not provided their email addresses to the Company (for holdings in physical form) or the Depositories (for holdings in electronic form) are requested to provide the same to the Company / Depository Participant respectively, in support of this initiative and for savings on paper / printing & postage cost. Members are further requested to note that they shall be entitled to be furnished free of cost with a physical copy of such documents sent by email upon receipt of a requisition from such Members.
12. **Voting through electronic means**
Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote for the 16th AGM by electronic means (remote e–voting) and the business may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e–voting. The process for remote e–voting is appended hereto.
13. The Members who have already cast their vote by remote e–voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
14. The facility for voting, either through electronic voting system or ballot paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e–voting shall be able to exercise their right to vote at the AGM.
15. **The instructions for shareholders voting electronically (remote e–voting) are as under:**
 - i. The voting period begins on Sunday, September 22, 2019 at 9.00 a.m. to Tuesday, September 24, 2019 at 5.00 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 19, 2019 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> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the voting serial number in the PAN field. In case the voting serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with voting serial number 1 then enter RA00000001 in the PAN field.
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> <p>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).</p>

- 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** available for android based mobiles. The m–Voting app can be downloaded from **Google Play Store**. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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. In case you have any queries or issues regarding e–voting, 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.
16. 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/ ballot process in a fair and transparent manner.
17. 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 / Whole-time Director or a person authorized by him in writing, who shall countersign the same.

18. 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.
19. 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.
20. The Route map showing direction to reach the venue is annexed.

By Order of the Board of Directors,

Nitesh A. Mhatre
Company Secretary

Place: Mumbai
Date : August 14, 2019

Registered Office:

'Global Vision', 3rd 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; **Website:** 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

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Dina Sanjay Hatekar (DIN: 08535438) as an Additional Director of the Company also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from August 14, 2019 to August 13, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 130 of the Articles of Association of the Company, Ms. Hatekar shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director.

The Company has received from Ms. Dina S. Hatekar, (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 Companies (Appointment & Qualification of Directors) Rules,

2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and (iv) confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, Ms. Dina S. Hatekar 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.

A copy of draft Letter of Appointment for Independent Directors is available for inspection without any fee by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.

Brief resumes/profile of Ms. Dina S. Hatekar, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is provided in the Corporate Governance Report forming part of the Annual Report.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the appointment of Ms. Dina S. Hatekar as an Independent Director is now being placed before the Members for their approval.

The Board recommends passing of the Ordinary Resolution set out in Item No. 3 of the accompanying Notice.

Ms. Hatekar and her relatives are concerned or interested in the resolution set out at Item No. 3 of the Notice, which pertains to her appointment as an Independent Director. Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the resolution set out at Item No. 3.

Item No: 4, 5, 6 & 7

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the eleventh (11th) AGM of the Company held on 16th September, 2014 approved the appointment of Mr. N. Balasubramanian (DIN: 00288918), Mr. Vinod B. Agarwala (DIN: 01725158) and Dr. Anand P. Patkar (DIN: 00634761) as Independent Directors of the Company for a period of five years (first term) commencing from September 16, 2014 to September 15, 2019. Mr. Balasubramanian, Mr. Agarwala and Dr. Patkar will complete their respective terms on September 15, 2019.

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of

Directors at its meeting held on August 14, 2019 approved the re-appointment of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar as Independent Directors of the Company for a second term of five years w.e.f. September 16, 2019 to September 15, 2024, not liable to retire by rotation. Their respective re-appointment are subject to approval of the members at the ensuing AGM by way of special resolutions. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Members, proposing their candidature for the office of Independent Director.

The Company has received from Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar (i) consents in writing to act as director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimations in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act, and (iv) confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations for appointment as Independent Directors and they are independent of the management of the Company. Further, the Board, based on performance evaluation, considers that given their background, experience and contributions, their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

A copy of draft Letter of Appointment for Independent Directors is available for inspection without any fee by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the AGM.

Additionally, as per the Regulation 17(1A) of the Listing Regulations, appointment or continuation of a Non- Executive Director after attaining age of 75 years requires approval of Members of the Company by way of Special Resolution. Mr. N. Balasubramanian will complete the age of 75 (seventy five) years on September 3, 2021, during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolution set out in Item No. 5 for his continuation as Independent Director.

Brief resumes/ profile of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under the Listing Regulations, are provided in the Corporate Governance Report forming part of the Annual Report.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of Listing Regulations and other applicable Regulations, the appointment of Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand

P. Patkar as Independent Directors is now being placed before the Members for their approval.

The Board recommends passing of the Special Resolutions set out in Item Nos. 4 to 7 of the accompanying Notice.

Mr. N. Balasubramanian, Mr. Vinod B. Agarwala and Dr. Anand P. Patkar and their relatives are concerned or interested in their respective resolutions set out at Item No. 4 to 7 of the Notice, which pertains to their re-appointment as an Independent Directors. Save and except the above, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing of the resolutions set out at Item Nos. 4 to 7.

Item No: 8

In compliance with Regulation 7(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has appointed Bigshare Pvt. Ltd. (SEBI Registration No. INR000001385) as the Registrar & Share Transfer Agent (RTA) of the Company for rendering share related services to the shareholders of the Company with effect from January 1, 2019 in place of GTL Limited.

Pursuant to the provisions of Section 94(1) and other applicable provisions of the Act and Rules made thereunder, approval of the Members by a Special Resolution is necessary to keep the Register of Members and other registers/records maintained under Section 88 of the Act and copies of the Annual Returns filed under Section 92 of the Act at a place other than the Registered Office of the Company.

Accordingly, vide resolution passed by the Board of Directors in their meeting held on April 17, 2006 and special resolution passed by the members at Extra-ordinary general meeting held on May 11, 2006, the Company kept the aforementioned registers, returns with GTL Limited, being earlier RTA of the Company. Thus considering the shifting of RTA from GTL Limited to Bigshare Services Private Limited, approval of the Members by a Special Resolution is being sought to keep the aforesaid documents at current RTA office i.e. at the office of Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 or such other place within Mumbai, Maharashtra, where RTA may shift its office from time to time.

None of the Directors/Key Managerial Personnel or their relatives are interested in or concerned with the said Resolution.

The Board recommends passing of the said Special Resolution.

By Order of the Board of Directors

Nitesh Mhatre
Company Secretary

Place: Mumbai
Date: August 14, 2019

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 6829 3500

Fax: +91 22 6829 3545

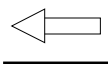
E-mail: gilshares@gtlinfra.com

Website: www.gtlinfra.com

CIN: L74210MH2004PLC144367

Route Map to the venue of 16st AGM

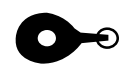
Kopar Khairane



Vashi Bus Depot ●

Jambul Marg

Vashi-Turbhe Road



**Marathi Sahitya,
Sanskriti &
Kala Mandal
(Sahitya Mandir Hall)**

Sacred Heart
High School ●

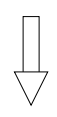
Ganesh Mandir Marg

McDonalds ●

Gulmohar Road

● Navi Mumbai
Sports Association

● Vashi Plaza



Mumbai

Sion-Panvel Exp

Panvel

Vashi Railway Station



GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan No.-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Tel: +91 22 6829 3500 **Fax:** +91 22 6829 3545

E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367



ATTENDANCE SLIP

Folio No./ DP ID & Client ID No.: No. of Shares:

NAME AND ADDRESS OF THE MEMBER / PROXYHOLDER:

.....
.....
.....

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND
OVER AT THE ENTRANCE OF THE MEETING HALL

I certify that I am a registered member / proxyholder for the registered member of the Company.

I hereby record my presence at the Sixteenth (16th) Annual General Meeting of the Company being held on Wednesday, September 25, 2019, at 12.30 p.m. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra, India.

.....
Name of the attending Member / Proxyholder*

.....
Member's / Proxyholder's* Signature

* Strike out whichever is not applicable

GTL INFRASTRUCTURE LIMITED

Regd. Office: "Global Vision", 3rd Floor, Electronic Sadan No.-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710, Maharashtra, India.

Tel: +91 22 6829 3500 **Fax:** +91 22 6829 3545

E-mail: gilshares@gtlinfra.com **Website:** www.gtlinfra.com **CIN:** L74210MH2004PLC144367



FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No. / DP ID & Client ID No. :

I / We, being the member of GTL Infrastructure Limited holding shares, hereby appoint,

1. Name:

Address:

E-mail Id: Signature:, or failing him

2. Name:

Address:

E-mail Id: Signature:, or failing him

3. Name:

Address:

E-mail Id: Signature:

GTL INFRASTRUCTURE LIMITED

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Sixteenth (16th) Annual General Meeting of the members of the Company, to be held on Wednesday, September 25, 2019, at 12.30 p.m. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai 400 703, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

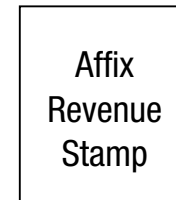
Resolution Nos.

1. Adoption of Audited Financial Statements for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Milind K. Naik (DIN:00276884) as a Director of the Company, who retires by rotation and is eligible for re-appointment.
3. Appointment of Ms. Dina S. Hatekar (DIN: 08535438) as an Independent Director of the Company for a term of five years with effect from August 14, 2019 to August 13, 2024.
4. Re-appointment of Mr. N. Balasubramanian (DIN:00288918) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
5. Continuation of Mr. N. Balasubramanian (DIN: 00288918), as an Independent Director of the Company, who shall attain the age of 75 years on September 3, 2021, during his second term as an Independent Director of the Company.
6. Re-appointment of Mr. Vinod B. Agarwala (DIN: 01725158) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
7. Re-appointment of Dr. Anand P. Patkar (DIN: 00634761) as an Independent Director of the Company to hold office for a second term of 5 (five) years with effect from September 16, 2019 to September 15, 2024.
8. Keeping the Register of Members and other registers/records of the Company maintained under Section 88 of the Companies Act, 2013 and copies of the Annual returns filed under Section 92 of the Companies Act, 2013 at the office of Registrar and Share Transfer Agent instead of Registered office of the Company.

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.