



REF: GTL/SE/AGM/2019-20/016

August 29, 2019

Department of Corporate Services BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai 400 001.

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

(BSE Code: 500160 NSE Symbol: GTL ISIN: INE043A01012)

Dear Sir/s,

Sub: Notice convening 31st Annual General Meeting & 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 31st Annual General Meeting (AGM) of the members of the Company on September 25, 2019 at 11.00 a.m. at Navi Mumbai, containing 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 31st AGM of the Company for your records.

Please acknowledge receipt.

Thanking you,

Yours truly,
For GTL Limited

Pratik R Toprani
Company Secretary &
Compliance Officer

Milind Bapat
Chief Financial Officer

Encl. as above

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

NOTICE is hereby given that the Thirty-first Annual General Meeting of the Members of GTL Limited will be held on Wednesday, September 25, 2019 at 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai-400703, Maharashtra to transact the following business:

Ordinary Business

1. To consider and adopt:
 - a. 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; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Sunil Valavalkar (DIN:01799698), who retires by rotation and being eligible, offers himself, for re-appointment.

Special Business

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. D. S. Gunasingh (DIN:02081210) who was appointed as an Independent Director of the Company for a term upto September 15, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from September 16, 2019 to September 15, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for

the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Navin J. Kripalani (DIN:05159768) who was appointed as an Independent Director of the Company for a term upto September 15, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from September 16, 2019 to September 15, 2024 and also continue as an Independent Director of the Company after he attains the age of 75 years.”

5. To consider and if thought fit, to pass with or without modification, 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, including any amendments and enactments thereof, consent and approval 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 presently located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 or at such other place within Mumbai 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 Company Secretary and / or any other person authorised by the Board of Directors be and are hereby severally authorized to intimate to the Registrar of Companies 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,

Place: Mumbai
Date: August 14, 2019

Pratik Toprani
Company Secretary

Registered Office:

GTL Limited, “Global Vision”,
Electronic Sadan No. II, M.I.D.C., T.T.C., Industrial Area,
Mahape, Navi Mumbai – 400 710.
Maharashtra, India.

Tel: +91–22–27612929 Ext. Nos.: 2233–35;

Fax: +91–22–2768 9990/ 2768 0171

E-mail: gtlshares@gtllimited.com; **Website:** www.gtllimited.com,

CIN: L40300MH1987PLC045657

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.

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 proxy for any other person or shareholder.

The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting i.e. by 11:00 am on September 23, 2019. Proxies / authorizations submitted on behalf of body corporate, societies etc. must be supported by appropriate resolutions / authority, as applicable.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of business under Item Nos. 3 to 5 to be transacted at the 31st Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred unclaimed dividends up to the Financial Year (FY) 2009–10 to the Investor Education and Protection Fund (IEPF). The Company has not declared/paid any dividend for FY 2010–11 and thereafter. Therefore, no further Unclaimed / Unpaid Dividend(s) are due for transfer to the IEPF as of date.

Members may refer to section 'Unpaid / Unclaimed Dividends' in the Corporate Governance Report forming part of this Annual Report, for full details.

5. As per Regulation 40 of SEBI 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 Registrars and Transfer Agents, Bigshare Services Private Limited (BSPL) for assistance in this regard.

6. All documents referred to in the above Notice *inter-alia* Register of Contracts and Directors' shareholding 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 Annual General Meeting (AGM).
7. 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 BSPL / 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, the Directors and Auditors of the Company.
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 FY 2019–20. Privately placed Rated Redeemable Unsecured Rupee Non-Convertible Debentures (NCDs) issued by the Company in February 2010 are listed with BSE under the Debt Segment. In view of pending restructuring of NCDs due to inter-creditor issues and non-completion of documentation, currently, the same are delisted by BSE.
9. 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 for enabling it to provide appropriate response. In order to minimize paper cost / work, shareholders / investors are requested to forward their queries pertaining to Annual Accounts and other Sections of Annual Report by e-mail to gtlshares@gtllimited.com
10. Members / proxies are requested to bring their copy of the Annual Report to the Meeting.
11. In keeping with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the purpose of sending Notices and other documents to its members through electronic mode to the email address furnished to BSPL / Depositories, members who have so far not provided their email addresses to BSPL (for holdings in physical form) or to the Depositories (for holdings in electronic form) are requested to provide the same to BSPL / 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 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 31st 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 09:00 AM and ends on Tuesday, September 24, 2019 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off 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> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or the 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 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(s) 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. Virendra G. Bhatt, a Practicing Company Secretary, as the Scrutinizer for conducting the entire remote e–voting and at the meeting venue 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 forty eight (48) 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 authorised by him in writing, who shall countersign the same.
18. The results of the voting shall be declared on or after the AGM of the Company, but within forty eight (48) hours after the 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.gtllimited.com and on CDSL’s website at www.evotingindia.com for information of the Members, besides being communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
20. The route map showing directions to reach the AGM venue is annexed.

ANNEXURE TO THE NOTICE**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item Nos. 3 & 4**

Mr. D. S. Gunasingh (DIN:02081210) and Mr. Navin J. Kripalani (DIN:05159768) were appointed as Independent Directors of the Company with effect from September 16, 2014 to September 15, 2019.

Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") an Independent Director shall hold office for a term upto to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. Additionally, Regulation 17(1A) of the LODR Regulations, effective April 1, 2019, requires companies to obtain approval of shareholders by passing a Special Resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Mr. D. S. Gunasingh, aged 70 years and Mr. Navin J. Kripalani, aged 70 years, would be completing 75 years during their proposed terms.

The Board of Directors at its meeting held on August 14, 2019, on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the shareholders approved the re-appointments of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors of the Company for a second term of five years with effect from September 16, 2019 to September 15, 2024 based on their skills, experience, knowledge and report of their performance evaluation. Their re-appointments are subject to the approval of the shareholders at the ensuing Annual General Meeting by way of a Special Resolution.

The Company has received notices in writing from 2 Members under Section 160 of the Act, proposing their candidature for the office of Independent Directors of the Company.

The copies of the letters for appointment of Mr. D. S. Gunasingh and Mr. Navin K. Kripalani as the Independent Directors setting out the terms and conditions of their appointments would be 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.

In the opinion of the Board, Mr. D. S. Gunasingh and Mr. Navin J. Kripalani fulfill the conditions specified in the Act and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Company. The Board considers that their association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail the services of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors. Accordingly, the Board recommends the resolution Item Nos. 3 and 4 in relation to the re-appointments

of Mr. D. S. Gunasingh and Mr. Navin J. Kripalani as Independent Directors, for the approval by the shareholders of the Company.

Except Mr. D. S. Gunasingh and Mr. Navin J. Kripalani, being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolutions set out at Item Nos. 3 and 4.

Item No. 5

In terms of Securities and Exchange Board of India (SEBI) Circular bearing Ref: D&CC / FITTC / CIR -15 / 2002 dated December 27, 2002, the Company was carrying out share registry work, for both physical and electronic, in-house, in its Investor Service Center (ISC) located at its Registered Office.

In view of the continuing downtrends in the Telecom sector and various other recent developments, the Company is in process of implementing various cost optimization measures. As a part of the said exercise, the Company was also working towards reducing high cost of maintaining in-house Investor Service Centre. Furthermore compliance requirements for Share Transfer Agents under various circular issued by SEBI are ever increasing. Considering the cost of maintaining in-house Investors Service Centre vis-à-vis outsourcing the said work to Share Transfer Agent and increasing compliance requirements for in-house Investor Service Centre, the Directors vide circular resolution passed on December 6, 2018 decided to discontinue its aforesaid in-house STA operations activity and appoint Bigshare Services Private Limited BSPL, Mumbai as its RTA.

Accordingly, pursuant to the provisions of Section 94(1) and other applicable provisions of the Act and rules made thereunder, a Special Resolution is proposed to be passed 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 the present address of the RTA at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059 or at such other place within Mumbai, where the RTA may shift its office from time to time instead of keeping the records at the registered office of the Company. Since the said records will be kept at the office of the RTA instead of the Registered Office of the Company, approval of the Members by a Special Resolution is being sought for.

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

Place : Mumbai
Date : August 14, 2019

Pratik R. Toprani
Company Secretary

Registered Office:

GTL Limited, "Global Vision", Electronic Sadan No. II, M.I.D.C., T.T.C. Industrial Area, Mahape, Navi Mumbai-400 710. Maharashtra, India.

GTL LIMITED



Regd. Office: "Global Vision", Electronic Sadan-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA

Tel: +91 22 2761 2929 Extn: 2233–2235; **Fax:** +91 22 2768 9990 / 2768 0171.

Email: gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657

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
HANDOVER 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 Thirty First (31st) Annual General Meeting of the Company being held on Wednesday, September 25, 2019, 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai–400703, Maharashtra, India.

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

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

* Strike out whichever is not applicable

GTL LIMITED



Regd. Office: "Global Vision", Electronic Sadan-II, MIDC,
TTC Industrial Area, Mahape, Navi Mumbai – 400 710. MH., INDIA

Tel: +91 22 2761 2929 Extn: 2233–2235; **Fax:** +91 22 2768 9990 / 2768 0171.

Email: gtlshares@gtllimited.com; **Website:** www.gtllimited.com; **CIN:** L40300MH1987PLC045657

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:

Email ID:

Folio No / DP ID & Client ID:

I / We, being the member of GTL 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 LIMITED

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty First (31st) Annual General Meeting of the members of the Company, to be held on Wednesday, September 25, 2019, 11:00 A.M. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai-400703, Maharashtra 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 on standalone and consolidated basis and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Sunil Valavalkar (DIN:01799698) as a Director of the Company, who retires by rotation and being eligible, offers himself, for re-appointment.
3. Re-appointment of Mr. D.S. Gunasingh (DIN:02081210) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from September 16, 2019 to September 15,2024.
4. Re-appointment of Mr. Navin J. Kripalani (DIN:05159768) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from September 16, 2019 to September 15,2024.
5. Keeping 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 Registrar & Share Transfer Agent instead of Registered office of the Company.

Signed this day of 2019

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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.