

**GTL LIMITED**

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CIN: L40300MH1987PLC045657

NOTICE**Annual General Meeting and Annual Report:**

The Twenty-Sixth Annual General Meeting of the Company will be held on Tuesday, September 16, 2014 at 11.00 A.M. at Vishnudas Bhawe Natyagraha, Sector 16-A, Vashi, Navi Mumbai - 400 703. The Notice for the meeting setting out the ordinary and special businesses to be transacted thereat together with the Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date, including the Notes thereto, Auditors' Report and Directors' Report ("the documents") has been posted/e-mailed to all the members at their addresses/e-mail addresses registered with the Company/their respective Depository Participants by permissible mode. The electronic transmission / physical dispatch of the documents has been completed on August 22, 2014.

The aforesaid documents are also available on our website www.gtllimited.com and shareholders can request for physical copy of the documents either by sending an email to gtlshares@gtllimited.com or by sending a letter to the Registered Office of the Company.

E-Voting information:

The Company is pleased to inform that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility as an option to all the Members of the Company to exercise their right to vote at the 26th Annual General Meeting and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Wednesday, September 10, 2014 at 09.00 A.M. and ends on Friday, September 12, 2014 at 6.00 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 Friday, August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter by CDSL.

The procedure of e-voting has also been mentioned in the Notice. The Notice of the AGM is also available at the website of the Company www.gtllimited.com. In case of any query, Members may refer to Frequently Asked questions ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helodesk.evoting@cdslindia.com. Alternatively, you may write to the Company Secretary by sending an email at gtlshares@gtllimited.com or sending a letter at the aforesaid Registered Office address of the Company.

Book Closure:

Further NOTICE is hereby given pursuant to Section 91 of the Companies Act, 2013 read with Clause 10 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, and Clause 16 of the Listing Agreement with the Stock Exchanges, that the Register of Members and Share Transfer Books of the Company will remain closed on Friday, September 12, 2014 for the purpose of Annual General Meeting.

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. Members holding shares in physical form are requested to notify immediately, change in their address, if any, to the Investor Service Centre at the Company's Registered Office as mentioned above. Members holding shares in electronic form may update such details with their respective Depository Participants.

For GTL Limited

Place: Navi Mumbai
Date : August 22, 2014.

Vidyadhar A. Apte
Company Secretary