



GLOBAL Group Enterprise

GTL INFRASTRUCTURE LIMITED

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TTC Industrial Area, Mahape, Navi Mumbai 400710, Maharashtra
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Email: ir@gtilinfra.com, Website: www.gtilinfra.com
CIN: L74210MH2004PLC144367

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

The Twelfth (12th) Annual General Meeting (AGM) of the Company will be held on Wednesday, September 23, 2015 at 2.00 p.m. at Marathi Sahitya, Sanskriti & Kala Mandal, Sahitya Mandir Hall, Near Navi Mumbai Sports Association, Sector 6, Vashi, Navi Mumbai - 400 703. The Notice convening AGM setting out the ordinary and special businesses to be transacted thereat together with the audited financial statements for the year ended March 31, 2015, including the Reports of Board of Directors and Auditors thereon (the "documents") has been posted / e-mailed to all the members at their postal addresses/e-mail addresses registered with the Company / their respective Depository Participants. The electronic transmission / physical dispatch of the documents has commenced and will be completed on August 28, 2015.

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

Remote 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 and other applicable provisions, if any, the Company is providing remote e-voting facility as an option to all the Members of the Company to exercise their right to vote at the 12th Annual General Meeting and all the businesses may be transacted through the e-voting services provided by Central Depository Services (India) Limited ("CDSL"). The remote e-voting period commences on Saturday, September 19, 2015 at 09.00 A.M. and ends on Tuesday, September 22, 2015 at 5.00 PM. During this period members of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 18, 2015, 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 AGM Notice. The AGM Notice is also available at the website of the Company www.gtilinfra.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 helpdesk.evoting@cdsindia.com. Alternatively, Members may write to the Company Secretary by sending an email at allshares@gtilinfra.com or sending a letter at the aforesaid Registered Office address of the Company or contact

1. Mr. Wenceslaus Furtado, Deputy Manager-CDSL at helpdesk.evoting@cdsindia.com or on helpdesk no. 18002005523 or
2. Mr. Jayendra Pat, AVP-Investor Services, GTL Limited (Investor Service Centre) at jayendrapat@gtilimited.com or on telephone no. +91 (22) 27612929 Extn. Nos. 2228/2233.

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, Share Transfer Books and Other Relevant Documents of the Company will remain closed on Wednesday, September 23, 2015 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 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 commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority as applicable.
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 Infrastructure Limited

Sd/-

Place : Navi Mumbai
Date : August 27, 2015Nitesh A. Mhatre
Company Secretary